ULTIMATE
SPIDER-MAN
ISSUE
106
ULTIMATE KNIGHTS: PART 1
MARVEL
BENDIS
BAGLEY
HENNESSY
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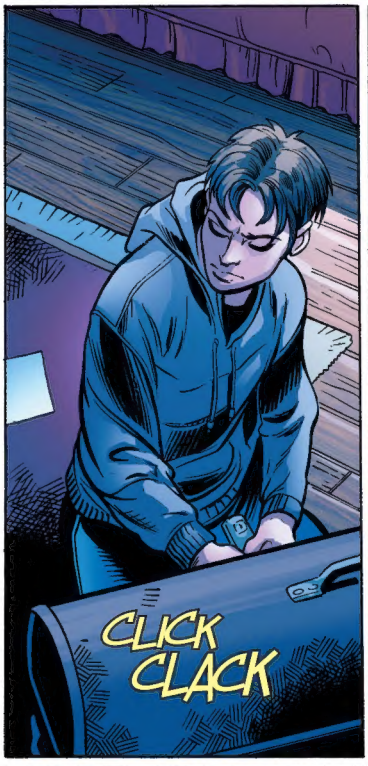
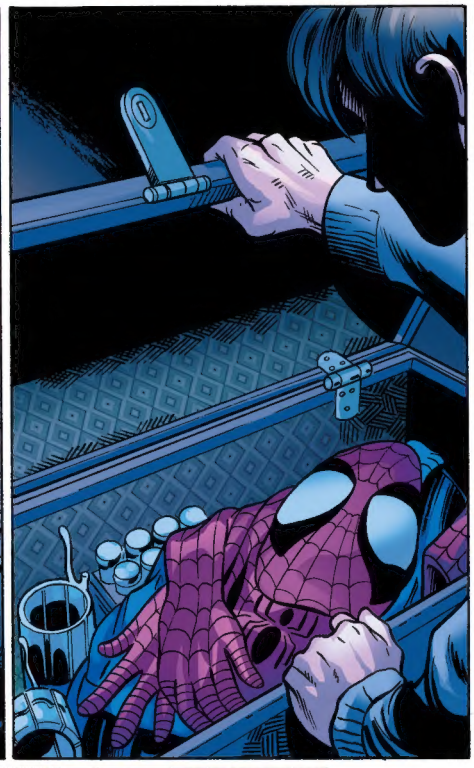
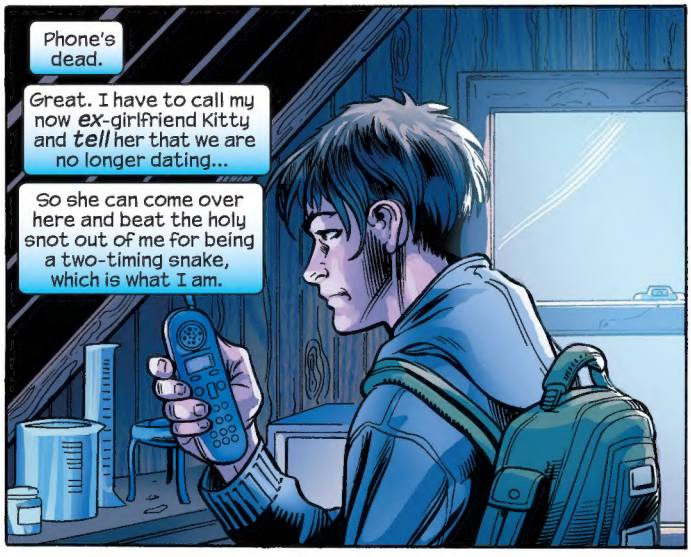
I just want to get my stuff.
We're workin' here.
I understand that.
But this is my house. My stuff is *in* my house. I *need* my stuff.

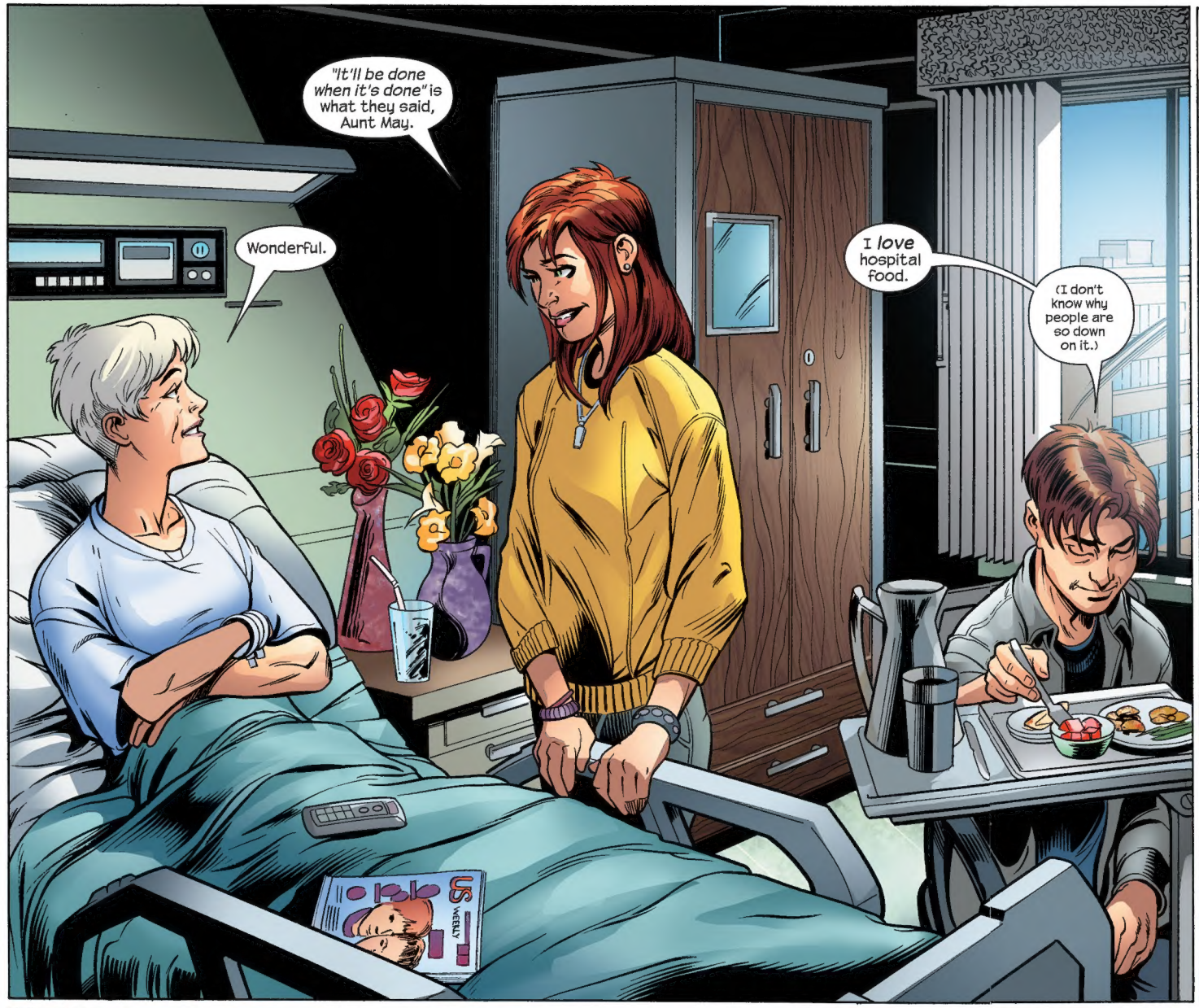
Okay, this is relatively untouched by the bedlam that is my life.
Small favors.


CLICK CLACK



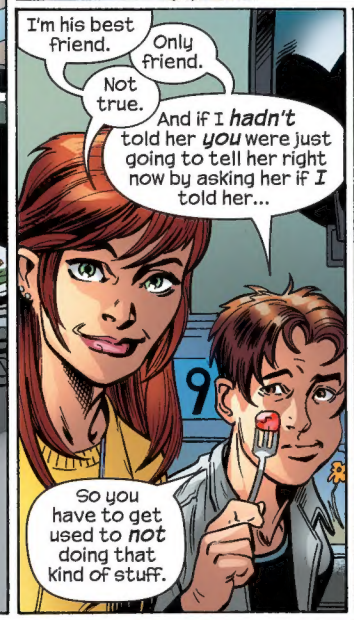

Phone's dead.
Great. I have to call my now ex-girlfriend Kitty and tell her that we are no longer dating...
So she can come over here and beat the holy snot out of me for being a two-timing snake, which is what I am.

And every minute that goes by that I don't tell her is not making this any easier.
Oy!
Exactly, and I'm not even Jewish.
"How long will this 'Damage Control' take?"

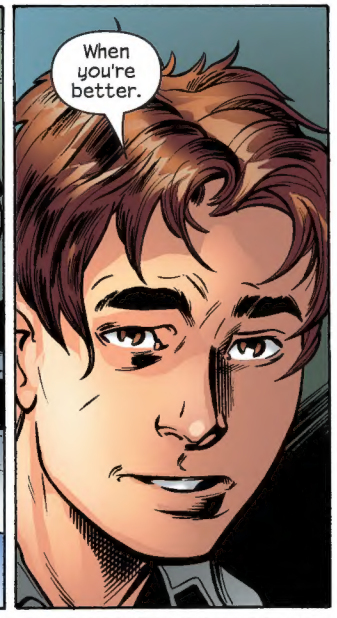

"It'll be done when it's done" is what they said, Aunt May.
Wonderful.
I love hospital food.
(I don't know why people are so down on it.)

So, MJ.
Yes, Aunt May, I knew.
You knew Peter was--
Shh.
Talk in code.

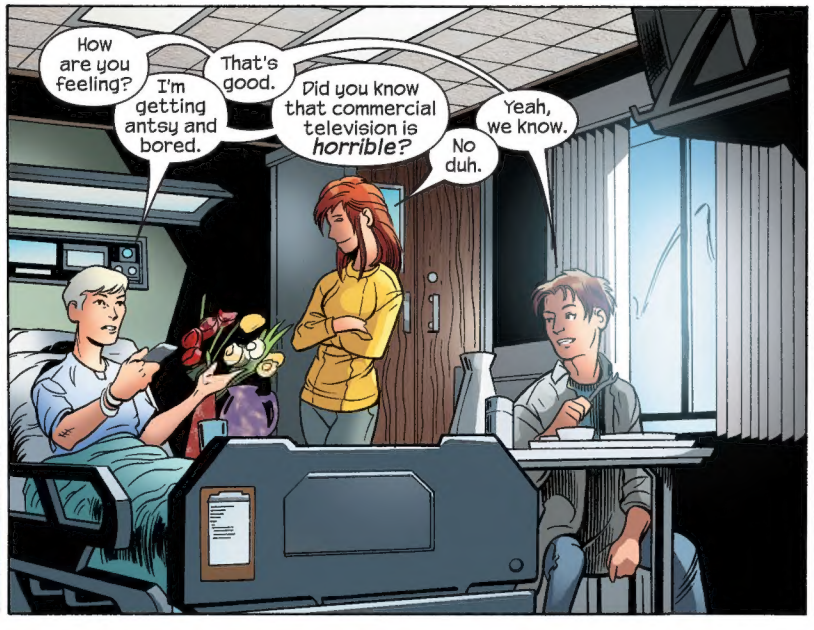
You knew he... did that?
Yes.
How did you know I was going to ask that you knew?
Peter warned me.
You told her about--
Code.
And not me?


I'm his best friend.
Only friend.
Not true.
And if I hadn't told her you were just going to tell her right now by asking her if I told her...
So you have to get used to not doing that kind of stuff.

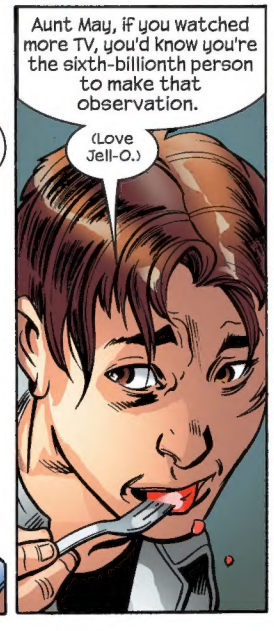
We have a lot to talk about.


When you're better.

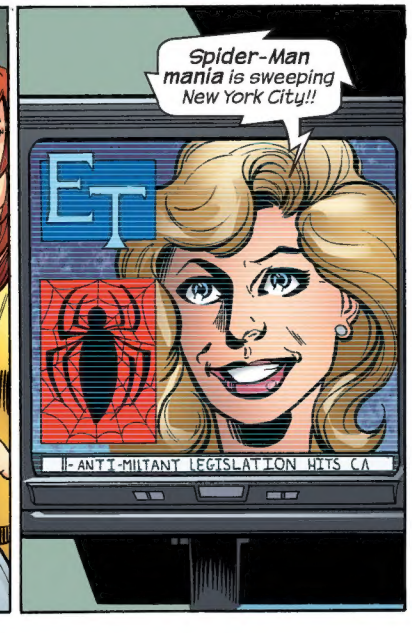
Fair enough.


How are you feeling?
I'm getting antsy and bored.
That's good.
Did you know that commercial television is horrible?
No duh.
Yeah, we know.

Why do they call it "reality TV"? It's not.
It's just game shows without sets. There's nothing real about it.

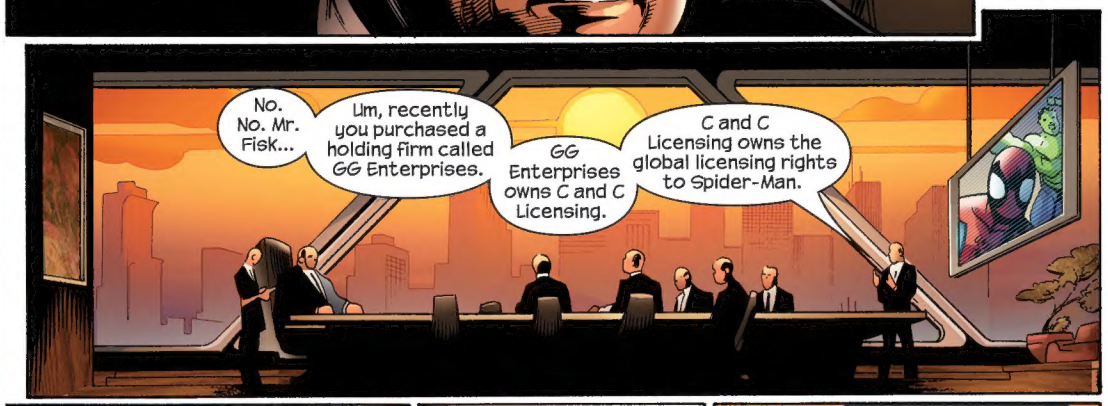

Aunt May, if you watched more TV, you'd know you're the sixth-billionth person to make that observation.
(Love Jell-O.)

You know what's been on TV all day today, though...
What?
Look.


Spider-Man mania is sweeping New York City!!
ET
ANTI-MUTANT LEGISLATION HITS CA

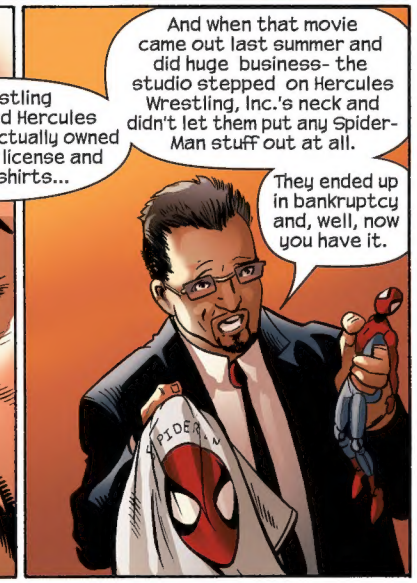
A new Reuters poll says that the most popular super hero in New York is no longer Captain America.
It's the masked, mysterious, wall-crawler, Spider-Man.
Some think it's the success of last summer's reality movie coming to DVD, but others say it's Nick Fury coming out in public support of Spider-Man's recent actions in Queens.
Whatever the case, Spider-Man is everyone's hero.
For now.
ET

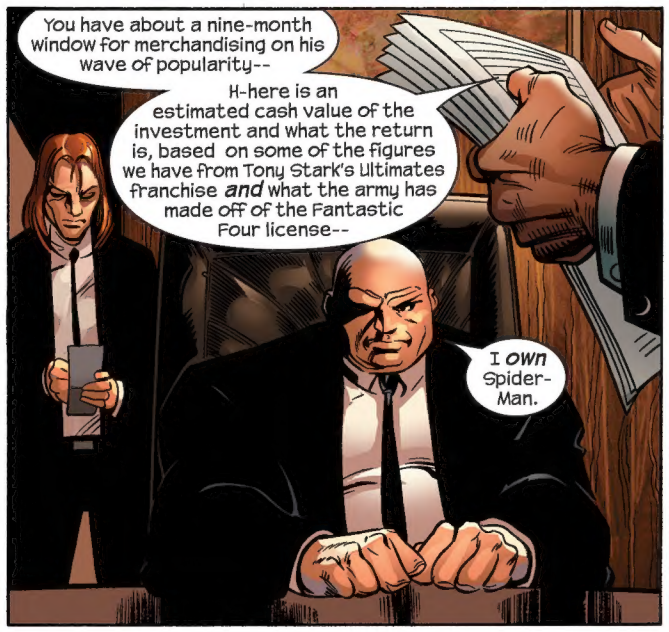
Why are you showing me this?
Are you trying to upset me?


No. No. Mr. Fisk...
Um, recently you purchased a holding firm called GG Enterprises.
GG Enterprises owns C and C Licensing.
C and C Licensing owns the global licensing rights to Spider-Man.

Spider-Man's Q-rating is through the roof, now...
And you- you own the licensing rights to Spider-Man.

Yes, see, Spider-Man started out on the low-rent wrestling circuit.
This wrestling company called Hercules Wrestling, Inc. actually owned the name and license and put out T-shirts...


And when that movie came out last summer and did huge business- the studio stepped on Hercules Wrestling, Inc.'s neck and didn't let them put any Spider-Man stuff out at all.
They ended up in bankruptcy and, well, now you have it.


You have about a nine-month window for merchandising on his wave of popularity--
H-here is an estimated cash value of the investment and what the return is, based on some of the figures we have from Tony Stark's Ultimates franchise and what the army has made off of the Fantastic Four license--
I own Spider-Man.

You own the important part.
You own the likeness.

Take any sublicense offer.
Take any media offer.
Go to town. Flood the market.

Run it into the ground?

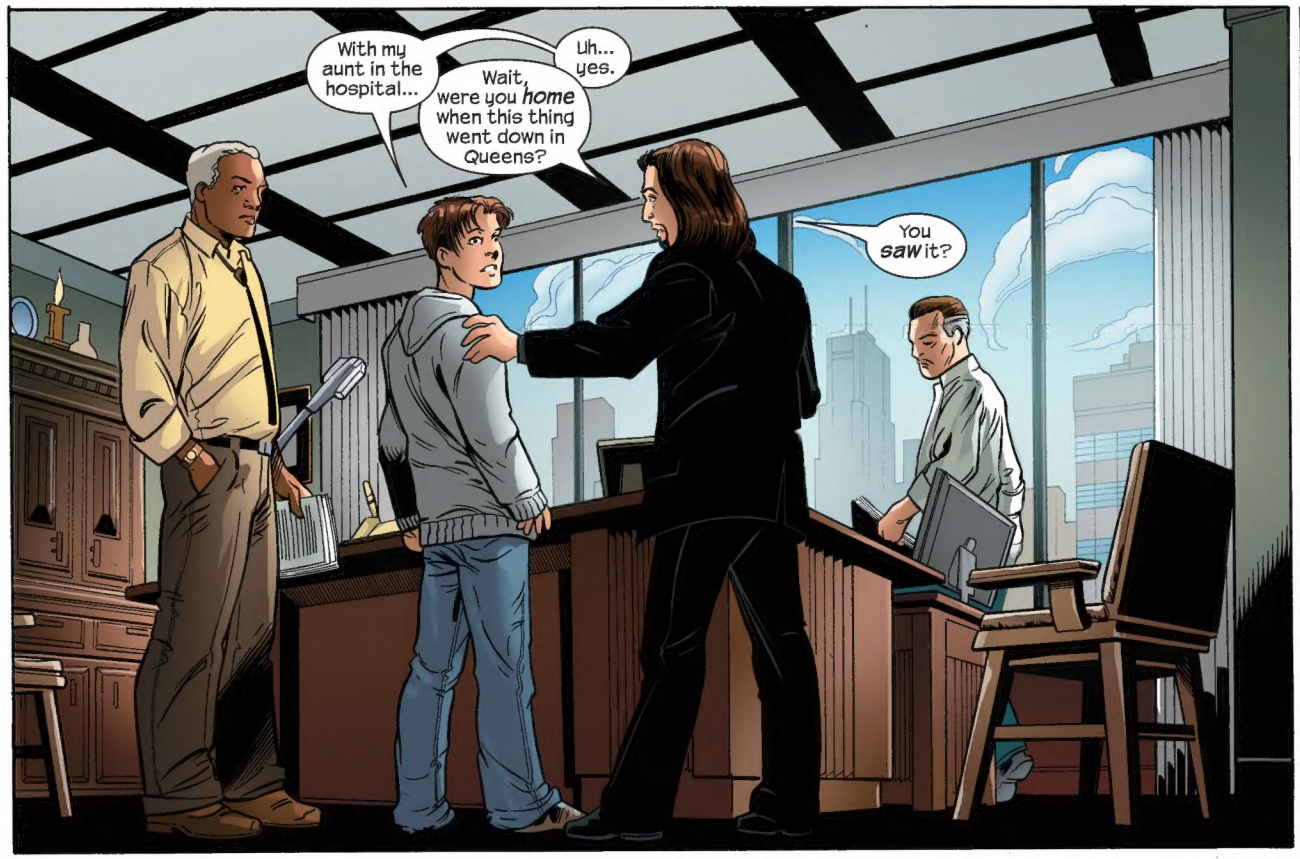
Exactly.

No.
No what?
We're not taking the bus.
MJ.
The bus??
You owe me.
How do I owe you?
Put on your "you know what" and let's go.
No, come on...
You come on...
The webs are expensive. I have to conserve.
More expensive than the bus?
I'm not comfortable crossing that line with you.
What line? Seriously, at this point...what line are you referring to?

The Baxter Building: home of the world-famous Fantastic Four.
Well, if it isn't the most popular super hero on the planet.
Yeah, what's up with that?
Or is it a *clone* of the most popular super hero on the planet?
Don't even joke, Johnny.
Seriously.
It's Fury manipulating the media for you, to quell his guilt about how he has treated you.
I thought that too, Sue.
Oh, it *is*.
MJ, hi, I just wanted to do some follow-up checks on you.
You went through what we refer to as a *traumatic genetic event*.
Doctor Storm and I want to just do some tests.
How long will this take?
About an hour.
Will it hurt?
Not even a little.
Are you cool if I swing across the street--?
Yeah, go.
You sure?
Totally.
I'll be back in a few minutes, I just have to go...
It's just like being at the dentist but much, uh, more insane.

"...and make sure I still have a job at the Daily Bugle."
PARKER
MARCH
Uh-oh.
SEE MR. JAMESON - A.S.A.P.!
Readership is falling in every newspaper in America, Urich!!
Newspapers across the country are folding up shop!!
And this ridiculous article is what you hand in?
Project Pegagus is a real thing, and it's not my fault readership is down in every paper in America, Jonah.
Yes, it is, Ben.
Is it?
I am saying it is.
Um...
Oh, look who's here!!!
Hey, everybody!! It's Mister I-can-come-into-work-whenever-I-want.
I--
"Am fired"?
"I don't work here anymore"?
"I just learned a hard life lesson"?
I'm fired?
Again?
Parker came to work here for life lessons.
You don't show up to work, you get fired.
It's a life lesson and I just taught it to you.
Today you are a man.
Buh-bye.

Wait! Hold on!!
My house was attacked and- and my aunt had a heart attack.
The Ultimates thing?
No. No, I live in Queens.
Oh, the thing with Spider-Man.
Your aunt? The one that yelled at me that time.
(Oh yeah...)
Yes.
Is she okay?
No- I mean- she's recovering, but she had a heart attack.
She's in the hospital. I was just there.
Rrrr...
Okay, you're not fired.
Actually, um...
I was wondering if I could have a raise and more hours.

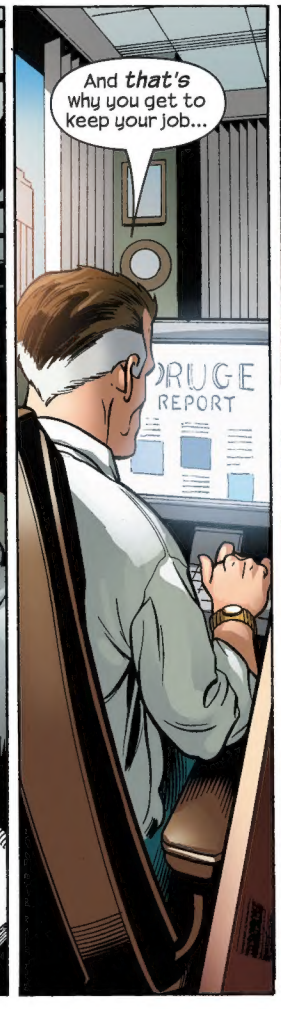

With my aunt in the hospital...
Wait, were you *home* when this thing went down in Queens?
Uh... yes.
You *saw* it?

Uh, yeah, yeah, uh...
Liar!
Norman Osborn turned into this big green goblin and was tearing up the street and all these robots came down and Spider-Man showed up and beat him up.
Liar.
How do you know it was Norman Osborn?
He, um, he kept yelling out his name.
Big liar!
BUGLE
DAILY

My house was totally trashed. They're fixing it now.
Can I get pictures?
Of my house?
Yeah.
Uh, yeah, you better hurry.

Urich??

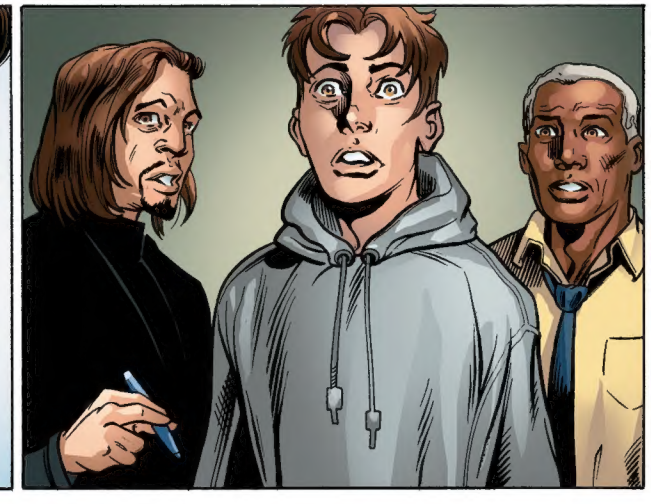
(I'm on it.)
Front page! World-exclusive!
Spider-Man versus the Green Goblin. *The Bugle* has the exclusive story. Eyewitness account.

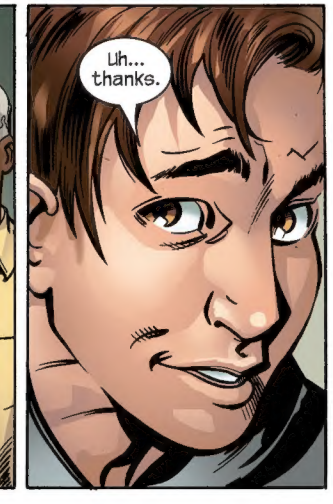

And *that's* why you get to keep your job...
DRUGE REPORT

Um...

And a...*tiny* raise.
And you can work weekend edition.

Really? Wow.
You're- you're just an awesome guy.
I don't know *why* everyone says you're such a--




Uh... thanks.

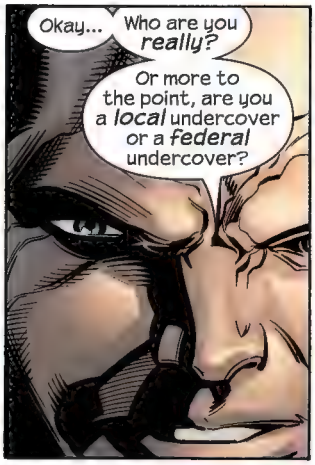
This is the gentleman I was referring to, Mr. Fisk.
And what do *you* do?

I *kill* people.

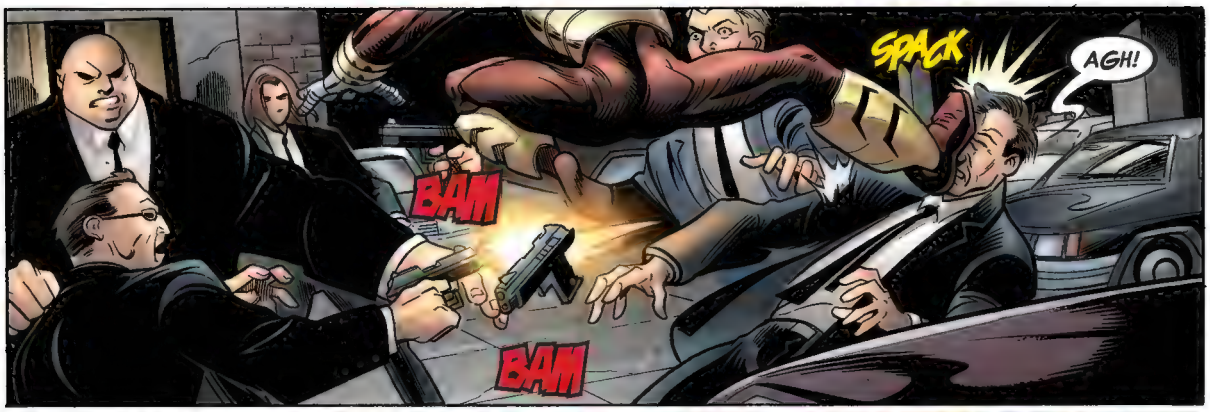
Really?
Then kill *him.*
Boss?

Kill him?
Now?

You're looking for work as my *fist.*
This is what I would like my fist to do.


Okay...
Who are you *really?*
Or more to the point, are you a *local* undercover or a *federal* undercover?

Boys...
This man has physically assaulted me.
A nice bonus to whoever defends me.


SPACK
AGH!
BAM
BAM

SPOCK

AGH!
KRANK

HHRRRAAAH!
WHAM

AGH!

What are you?

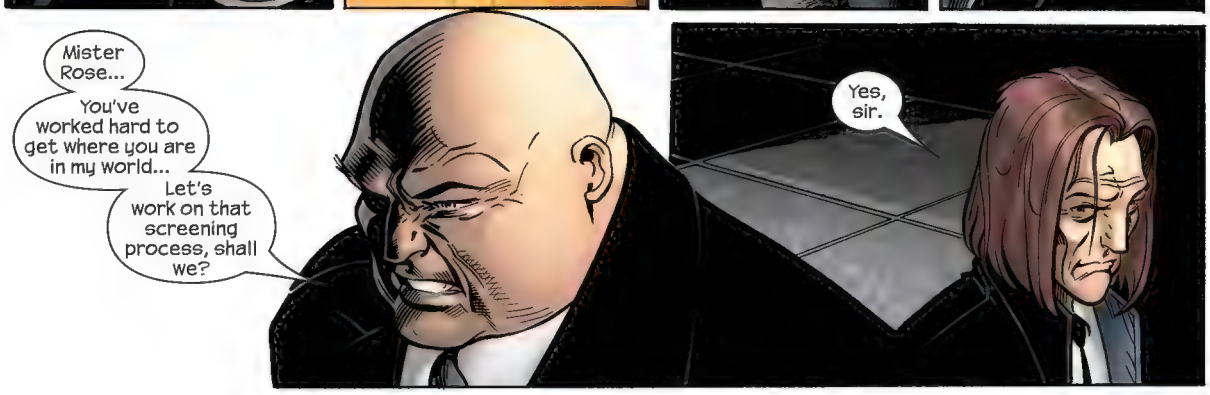
My name- my name is Shang-Chi and I will bring you--

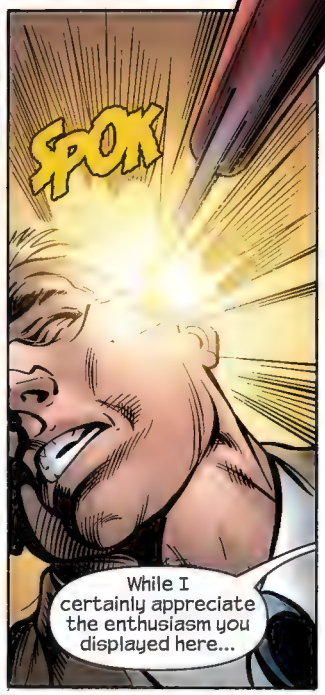
I barely care.
SPAK

Clean this up.

BAM
BAM
BAM
BAM
BAM
BAM

Uh, boss?
Don't make *your* problems *my* problems.
Go!


Mister Rose...
You've worked hard to get where you are in my world...
Let's work on that screening process, shall we?
Yes, sir.



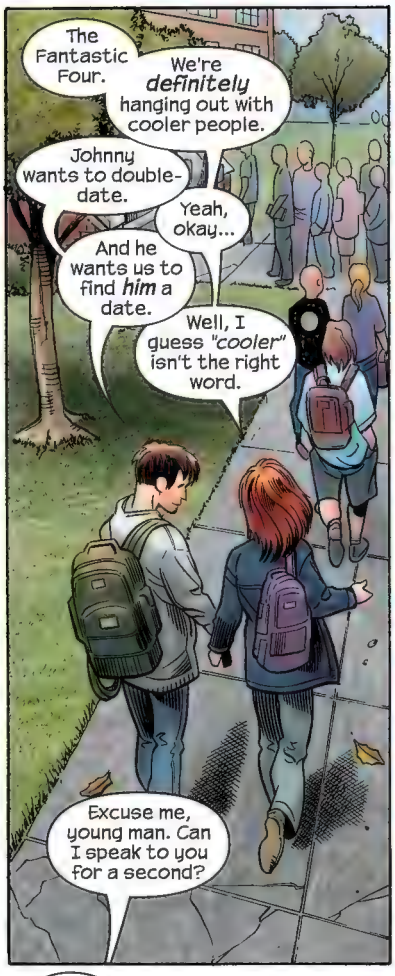
There are much smarter ways to take out the Kingpin...

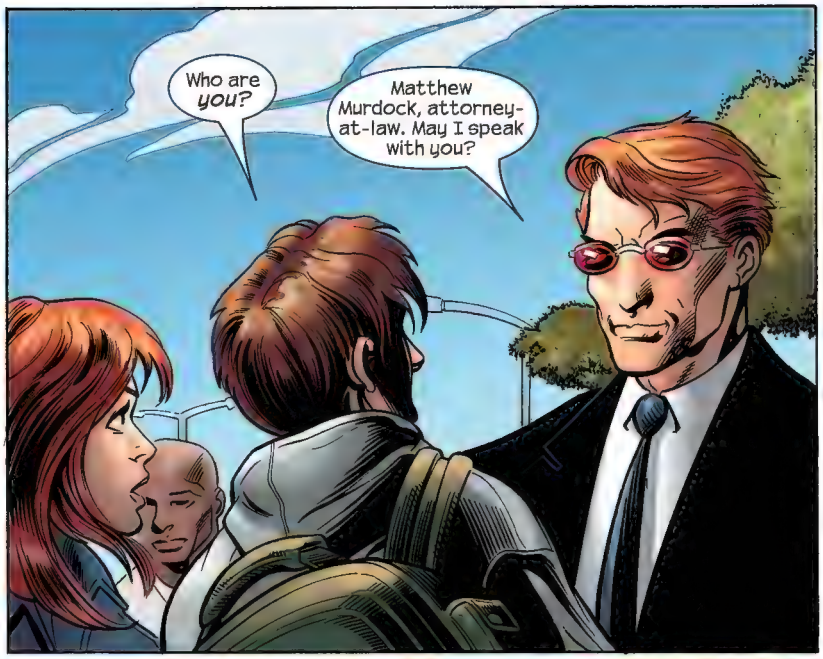
And you're not the only one in this city who would like to...

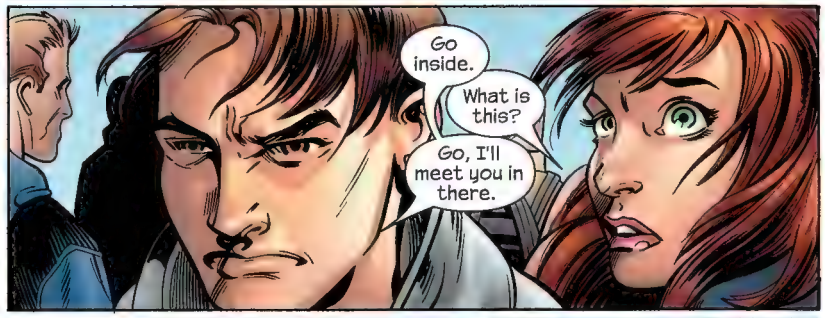
The media calls me Daredevil...

And I'm putting a little something together that I think you'd be perfect for...

She's okay.
Clean bill of health.
Did you tell them about the nightmares?
Peter!!
It's important.
What kind of nightmares?
Well, she has them but she also, she sees things, sometimes, that aren't there.
Like what?
(Oh my God...)
For a second, once, I saw the clone who kidnapped me- when it was really Peter.
Once.
I hadn't slept in a long time, it was just--
Post-traumatic stress.
Exactly.
Which means?
It was a traumatic event, you were victimized, verbally and physically.
Has it happened to you?
No, but--
It's happened to me.
Really, Ben?
Yeah, last month I thought I saw Mole Men in our kitchen... but they weren't there. It was just a second.
Really!?
It's just...your brain working it out.
That's what I thought. It's some crazy stuff we've seen. I mean, look at me.
So it's... normal?
It's not not normal. But you want to keep an eye on it.
You want it to peter out, not take over your life.
A therapist wouldn't be a bad idea.
Except that it would.


The Fantastic Four.
We're *definitely* hanging out with cooler people.
Johnny wants to double-date.
Yeah, okay...
And he wants us to find *him* a date.
Well, I guess "*cooler*" isn't the right word.
Excuse me, young man. Can I speak to you for a second?


Who are *you*?
Matthew Murdock, attorney-at-law. May I speak with you?


Go inside.
What is this?
Go, I'll meet you in there.

Who are you?
I told you. Do you recognize my voice?
Kind of.
Calm down. We're friends.
I *am* calm.

You're not. I can *hear* your heart, I can *smell* your perspiration.

I *do* know your voice.

What if...
I called you a "*baby who has no excuse for being in a costume and you should get your immature butt home before you get yourself, or more importantly* **me**, *killed?*"

Daredevil.

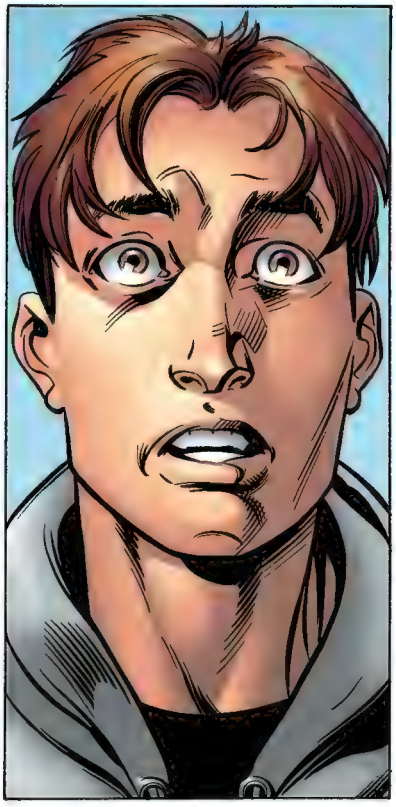
Smart boy.
What *is* this? Get *out* of here!
(Wait- you're blind?)
I have an *offer* for you.
You can't come to *my school* like this and *talk to me* like this.
I have a life!!
(*How* did you find me?)

The world thinks Spider-Man goes to school here.
And I have heightened senses and I just listened... for you.

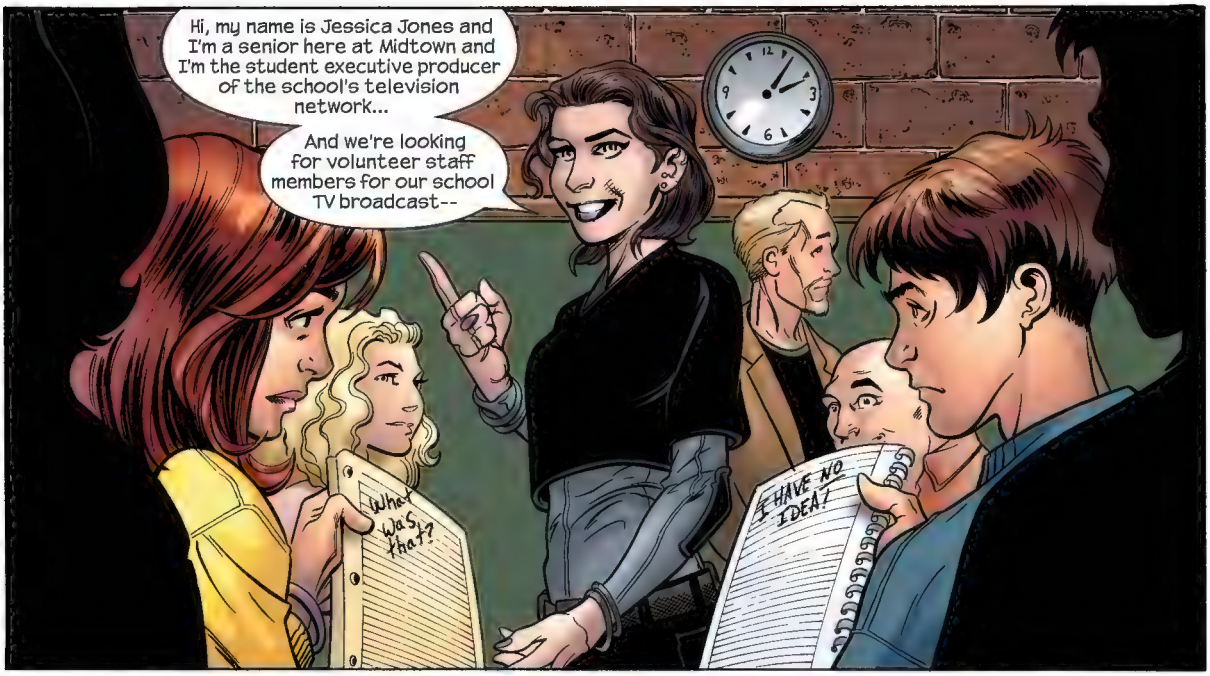
I am *really* not comfortable with this...
(No matter *how* cool that is.)

My offer is for you to meet me on the rooftop across the street from St. Patrick's Cathedral, tonight.
Eight o'clock.
Why?
In costume.
Why?

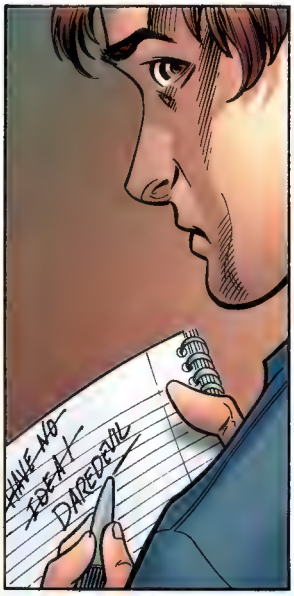
It's a *good* thing.
Good thing?
We're going to kill the Kingpin.



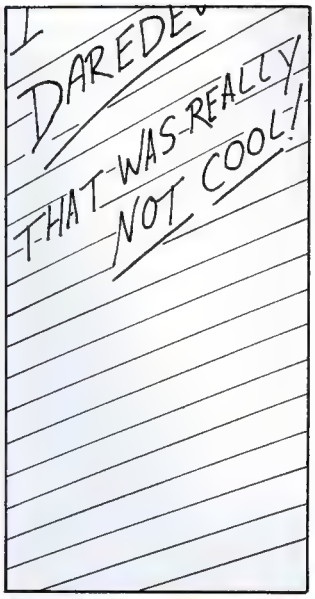
Eight o'clock.

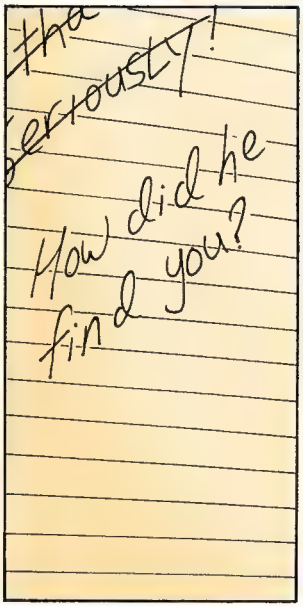

Hi, my name is Jessica Jones and I'm a senior here at Midtown and I'm the student executive producer of the school's television network...
And we're looking for volunteer staff members for our school TV broadcast--
What was that?
I HAVE NO IDEA?

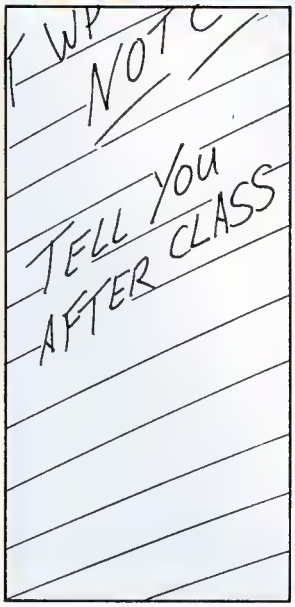
What was that? Seriously?

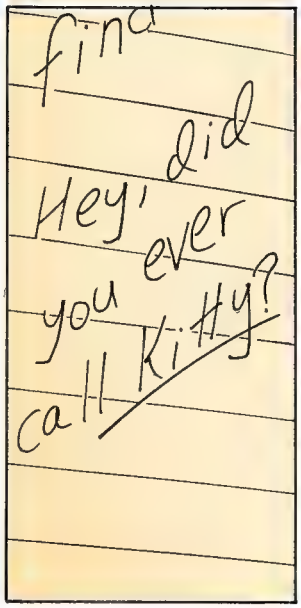

HAVE NO IDEA DAREDEVIL

Serious
NO WAY!!!

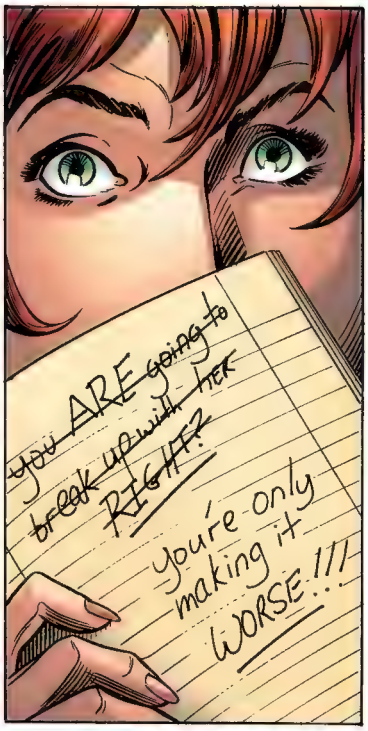

DAREDE
THAT WAS REALLY NOT COOL!

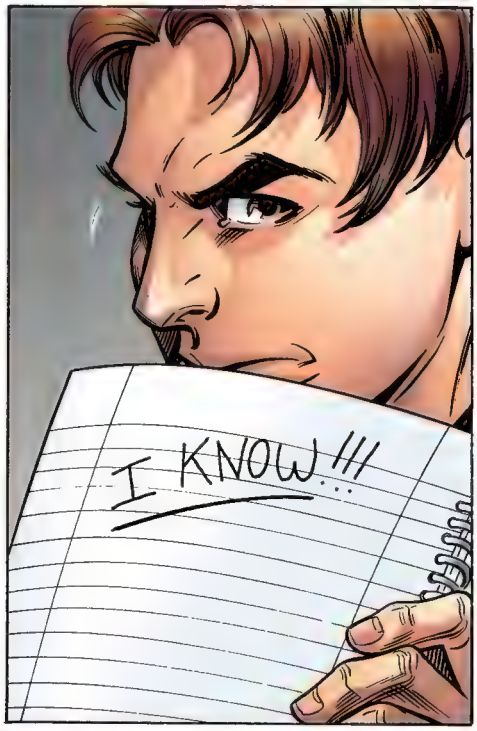

Seriously?
How did he find you?


NOT
TELL YOU AFTER CLASS

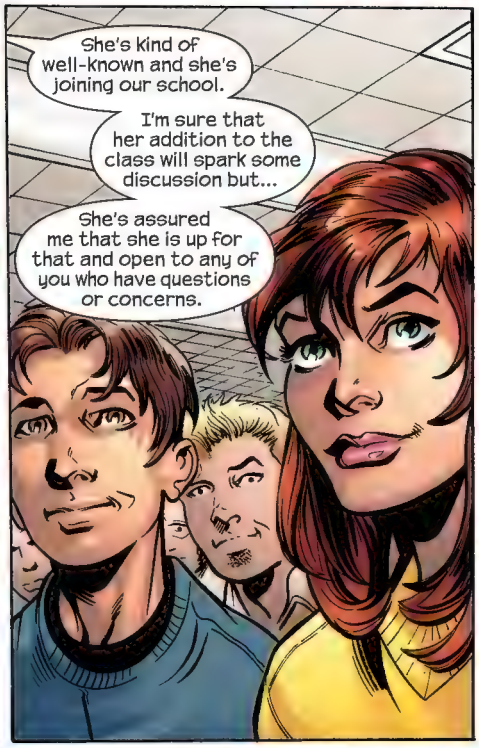

Hey, did you ever call Kitty?

you ARE going to break up with HER RIGHT?


~~you ARE going to break up with HER RIGHT?~~
you're only making it WORSE!!!


I KNOW!!!

It looks really good on your college transcript, which is--
Good morning class, sorry to interrupt...
We have a new student joining the class today.
It's kind of an unusual situation.


She's kind of well-known and she's joining our school.
I'm sure that her addition to the class will spark some discussion but...
She's assured me that she is up for that and open to any of you who have questions or concerns.

Class...
Welcome Kitty Pryde to Midtown High School.
I think this'll be very good for everyone.
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
107
ULTIMATE KNIGHTS PART 2
MARVEL
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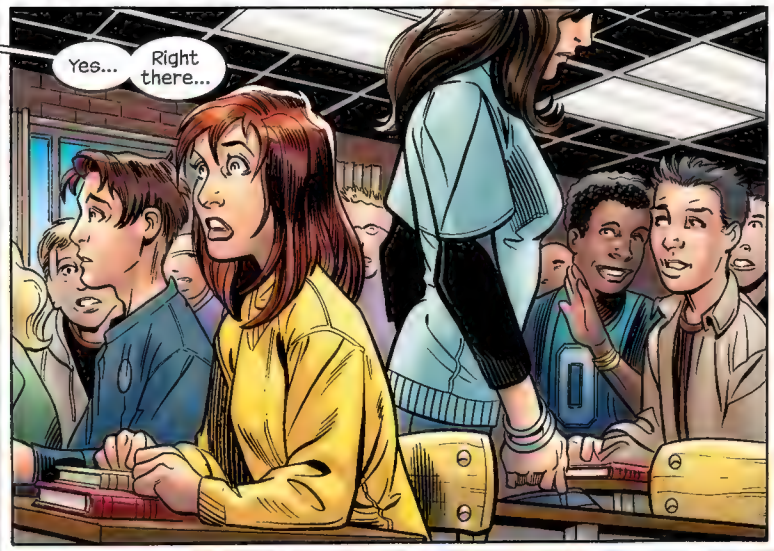
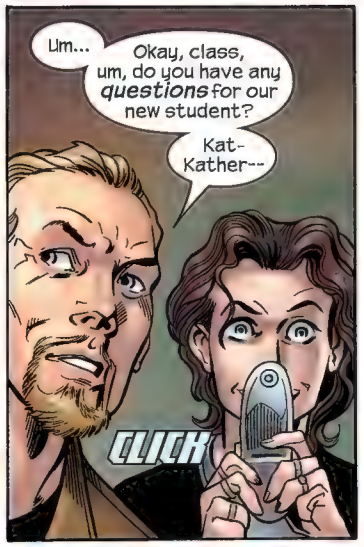
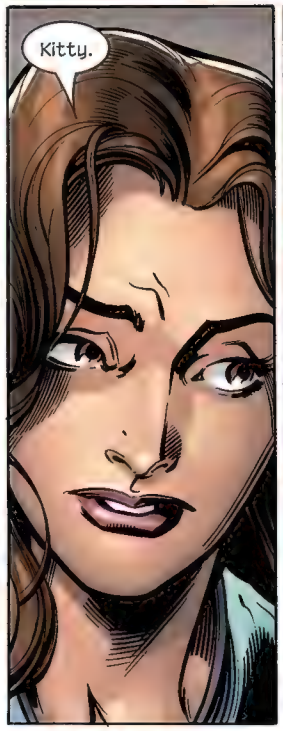
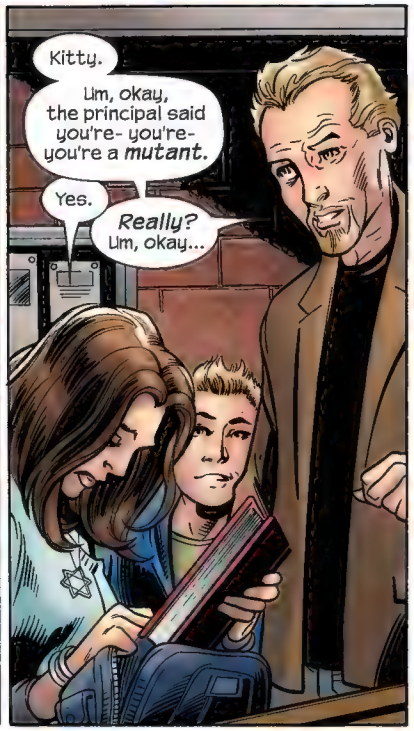
Well, uh, welcome to the class, Ms. Pryde.
Um, why don't you take the seat behind Mary Jane there.


Yes...
Right there...


Um...
Okay, class, um, do you have any *questions* for our new student?
Kat-Kather--
CLICK


Kitty.


Kitty.
Um, okay, the principal said you're- you're- you're a *mutant*.
Yes.
Really? Um, okay...

You're one of the *X-Men*.
I was.
You got *kicked out?*
We... parted ways.
Really? What did you *do?*
I- what did *I* do?
That got you kicked out.
PARTICLE PAYSTICKS

I *wasn't* kicked out.
We parted ways.

So you have super-mutant-powers?
I- yeah. There's more to it, but yeah...

Oh, man...show us.
Uh, no.

Come on, you *gotta* show us.
Show us.

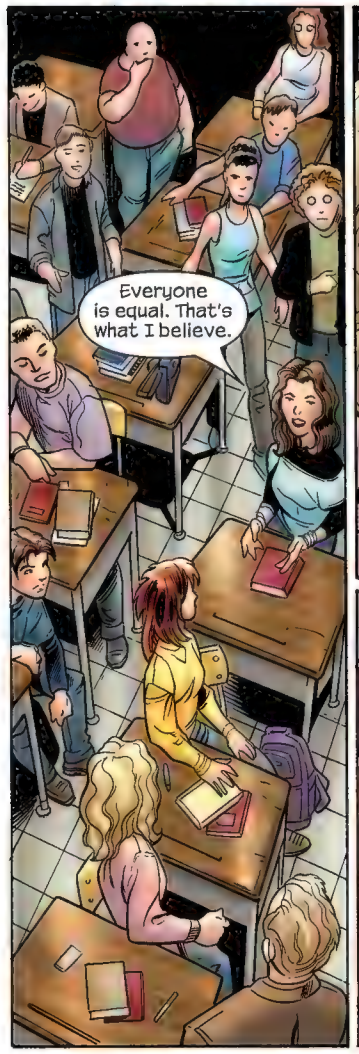
Man...
BARKL WABGT

Whoah!!
Dude!!
Does that hurt??

No.

So you think you're *better* than us.
No.
You call yourself *"homo superior."*
I didn't coin the term.

But that's what you *call* yourself.

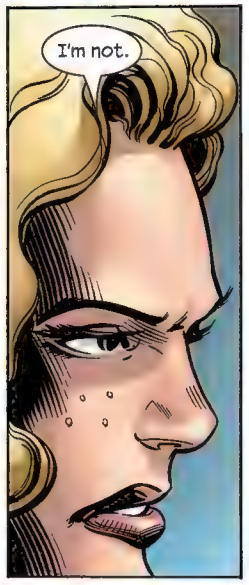

Everyone is equal. That's what I believe.

Except *you* guys, you're *superior.*

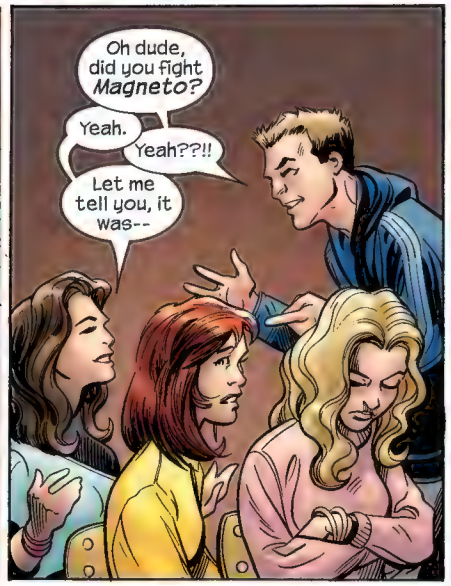
Liz...
I didn't *say* that or- or even *hint* at it.
I'm sure there are tons of things *you* can do that *I* can't.
I'm not very good at math, maybe you are.

Uh, *who* are you?

Jessica Jones, student executive producer of the school television news station.


I'm not.

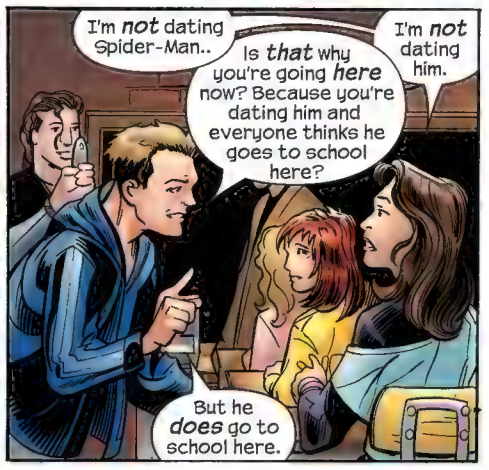
So, we're equals.

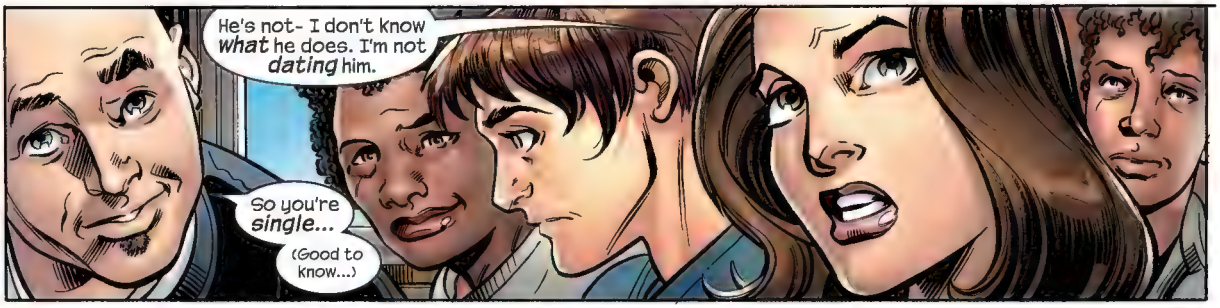

Oh dude, did you fight *Magneto?*
Yeah.
Yeah??!!
Let me tell you, it was--

You're the one dating Spider-Man!
CLICK

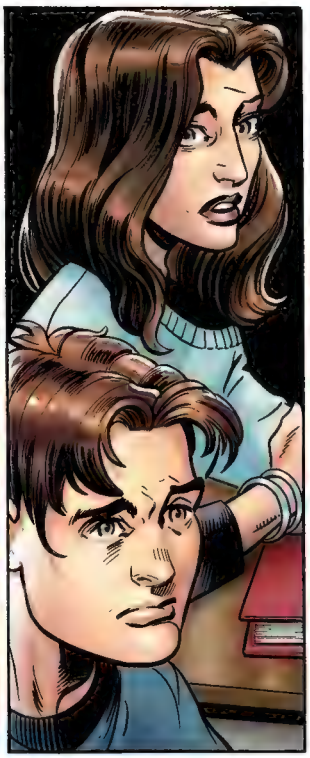
Great...
CLICK

You were on the web, on TV, dating Spider-Man.


I'm *not* dating Spider-Man..
Is *that* why you're going *here* now? Because you're dating him and everyone thinks he goes to school here?
I'm *not* dating him.
But he *does* go to school here.

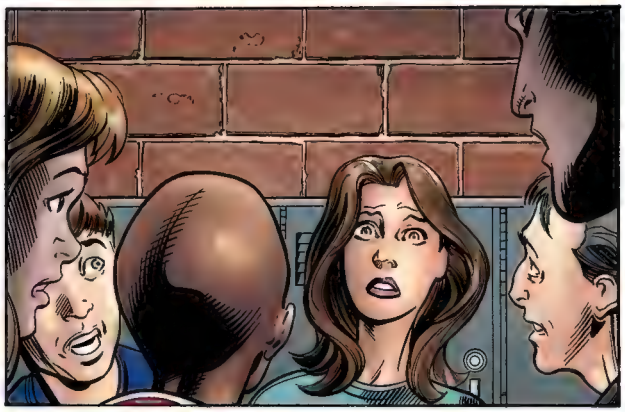

He's not- I don't know *what* he does. I'm not *dating* him.
So you're *single*...
(Good to know...)

Let's, everyone, let's leave Kitty alone now and get back to our curriculum.
It's her first day and this is obviously a big--
When exactly did you and Spider-Man *break up?*



Whoah!!

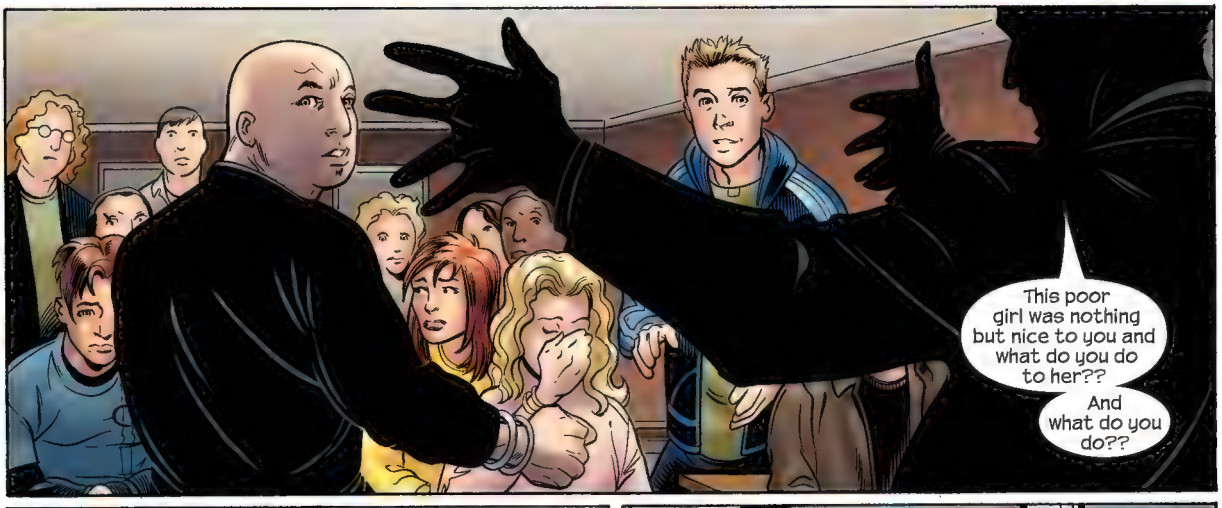
Holy--
Whoah!!



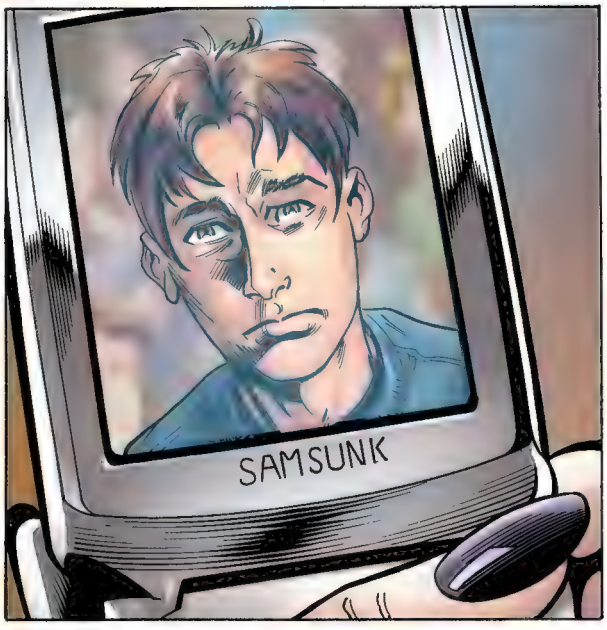
Dibs!
No way!
Oh, yes way!!
You don't even like girls.
I like your mom.

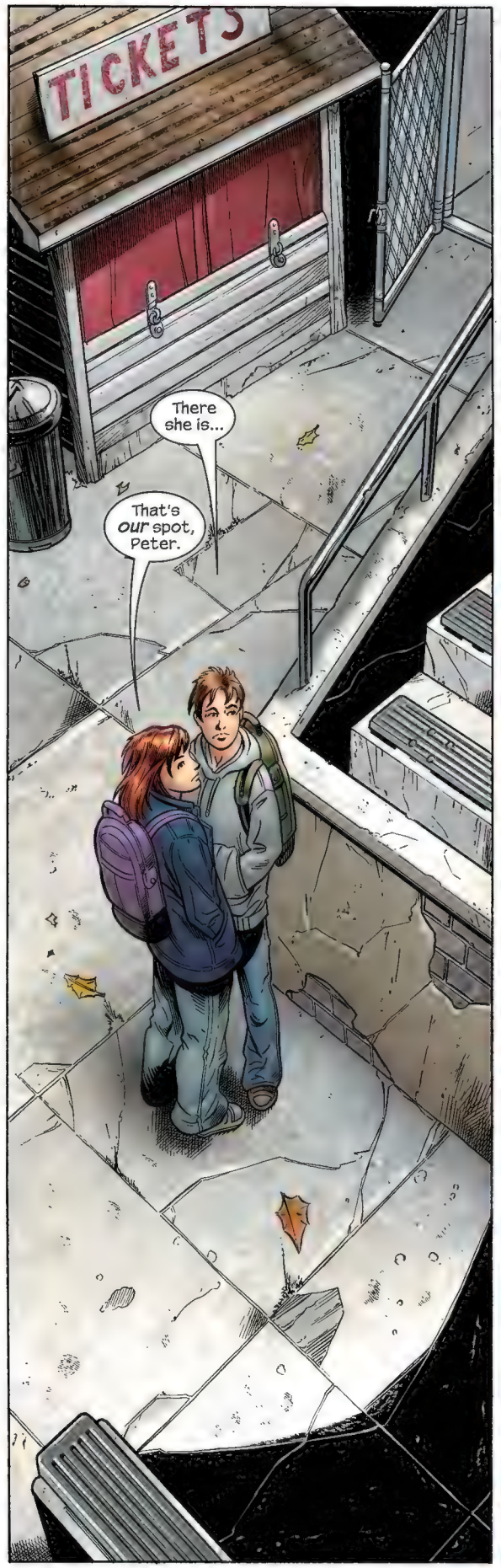
Dude, don't do that.
You can have mutant-girl if I get your mom.
Dude!!

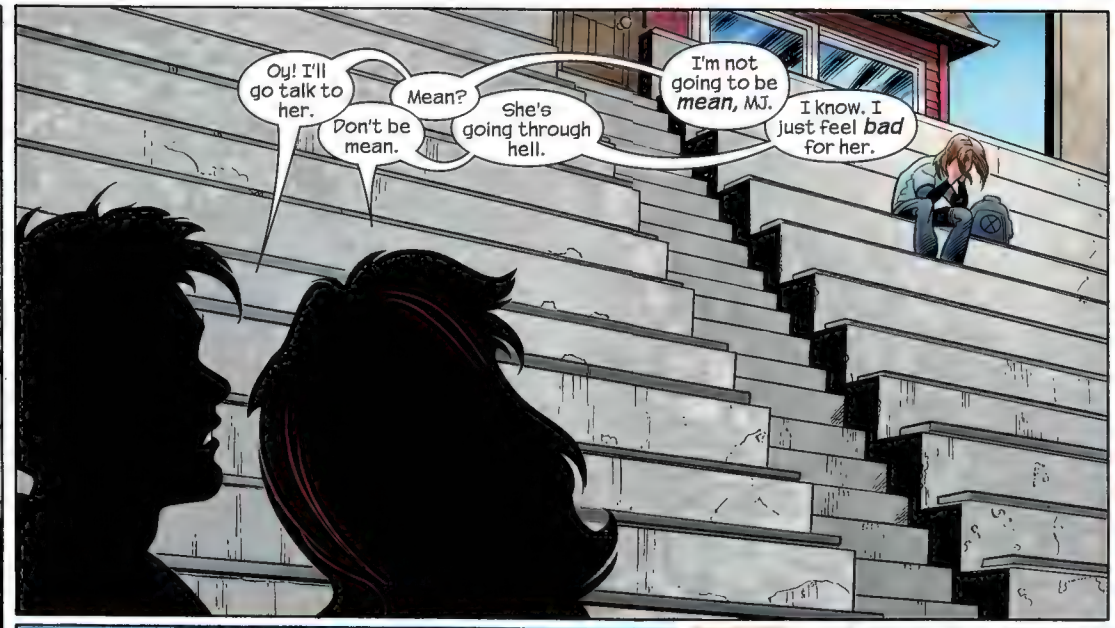
That is enough!!!
BOOM


This poor girl was nothing but nice to you and what do you do to her??
And what do you do??

You make her feel cheap and a freak and unloved.


SAMSUNK


TICKETS
There she is...
That's *our* spot, Peter.


Oy! I'll go talk to her.
Mean?
Don't be mean.
She's going through hell.
I'm not going to be *mean*, MJ.
I know. I just feel *bad* for her.

You should, you stole her boyfriend.

Most popular super hero in New York.
I'm a catch.

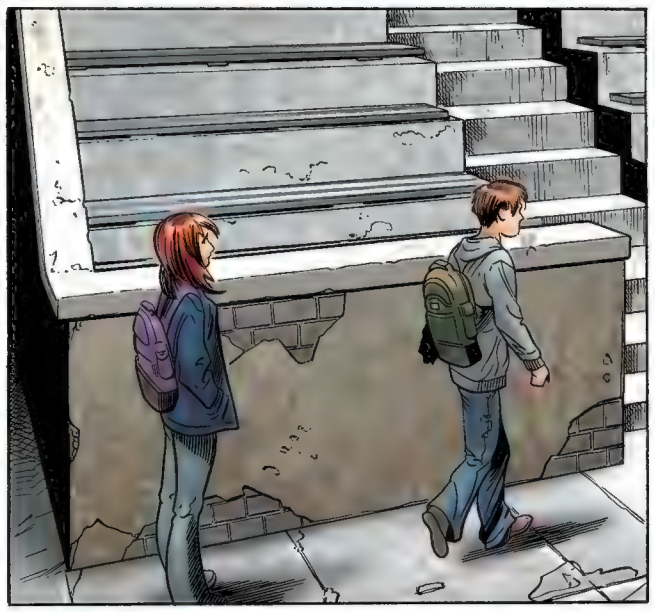
Uh-oh.
Did you *tell* her to transfer here?
What? No.

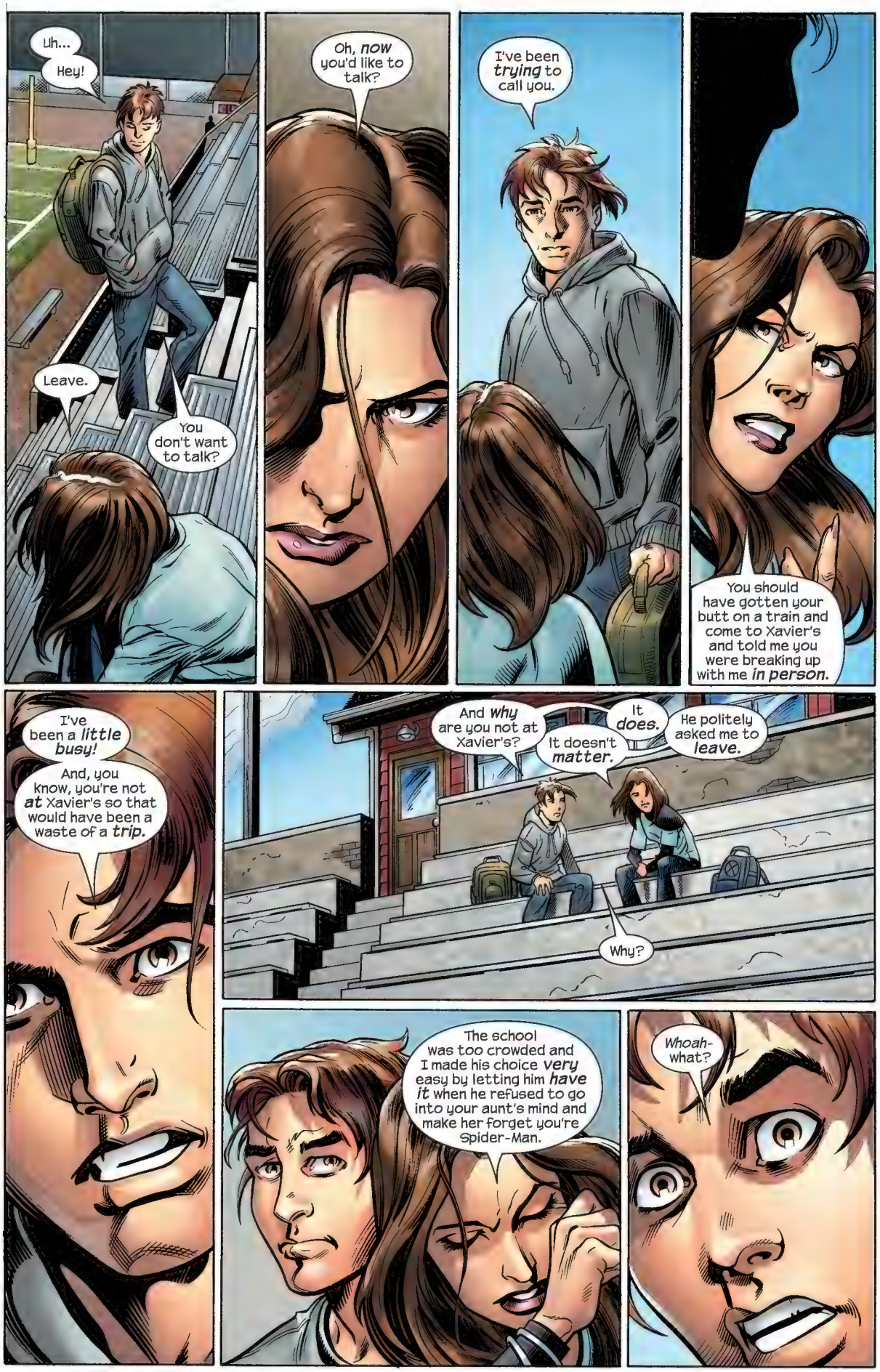
You didn't *hint* at it?
Yeah, I said, *"You should leave that cool private school with your own plane and the coolest workout room...**ever**.*
*"And you should come here and have **beans** three days a week."*

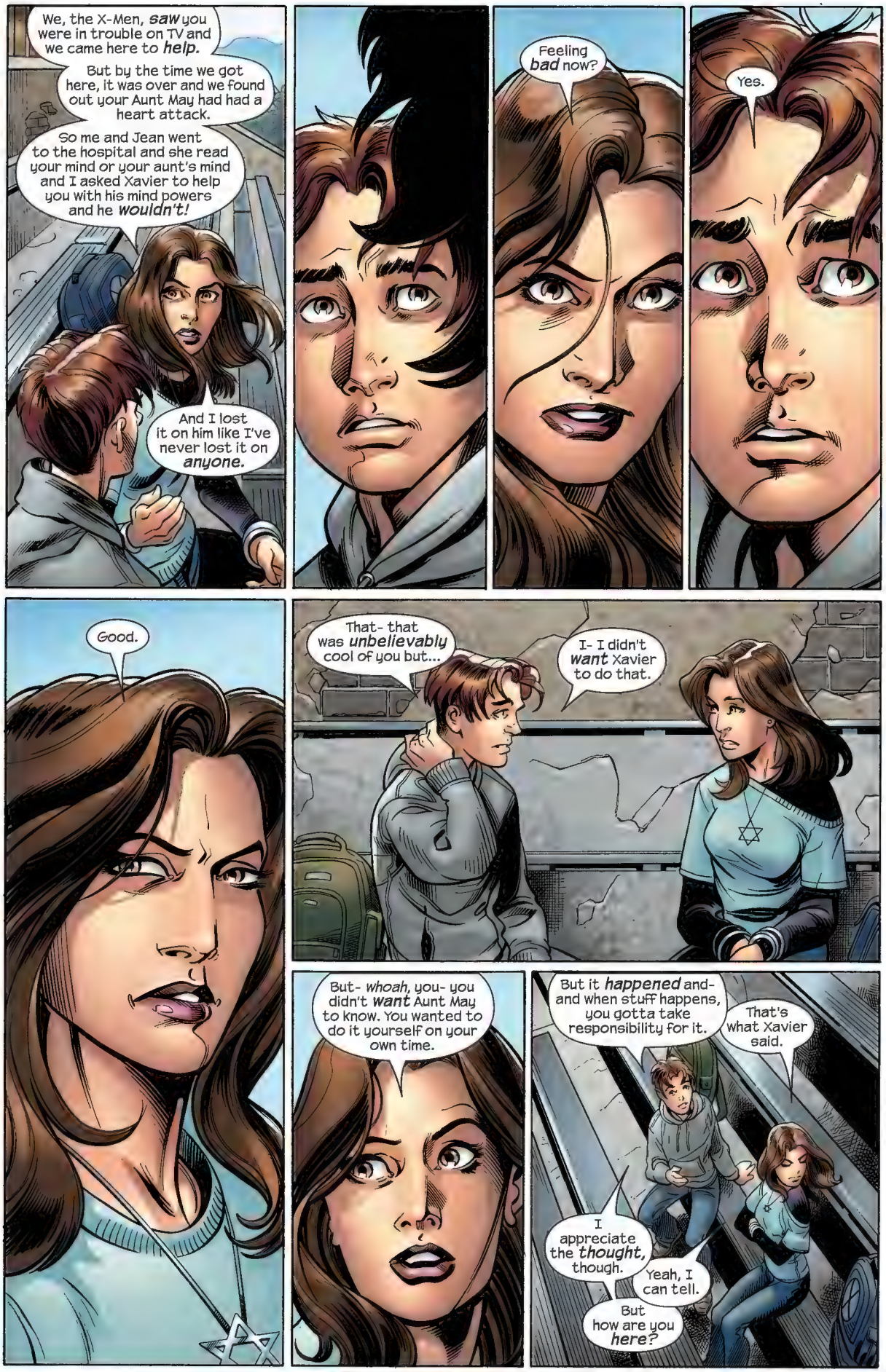
Oh, and the *wedgies*.
You should have seen her eyes light up when I told her about the *glorious wedgies*.

Girls don't give wedgies. We spread spiteful rumors.
A *verbal* wedgie.
Exactly.
I didn't *know* she was coming here. I swear. I haven't *spoken* to her.
How did she know you guys were *broken up*?

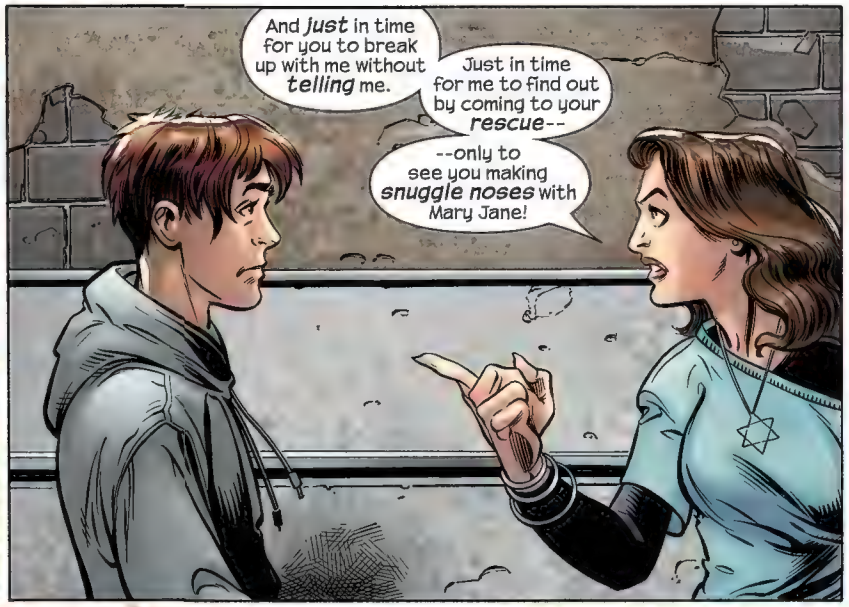
Time to go find out.
I'll see you later.
Are you going out and being Spider-Man later?
I got my aunt.




Uh...
Hey!
Leave.
You don't want to talk?
Oh, now you'd like to talk?
I've been trying to call you.
You should have gotten your butt on a train and come to Xavier's and told me you were breaking up with me in person.
I've been a little busy!
And, you know, you're not at Xavier's so that would have been a waste of a trip.
And why are you not at Xavier's?
It doesn't matter.
It does.
He politely asked me to leave.
Why?
The school was too crowded and I made his choice very easy by letting him have it when he refused to go into your aunt's mind and make her forget you're Spider-Man.
Whoah- what?

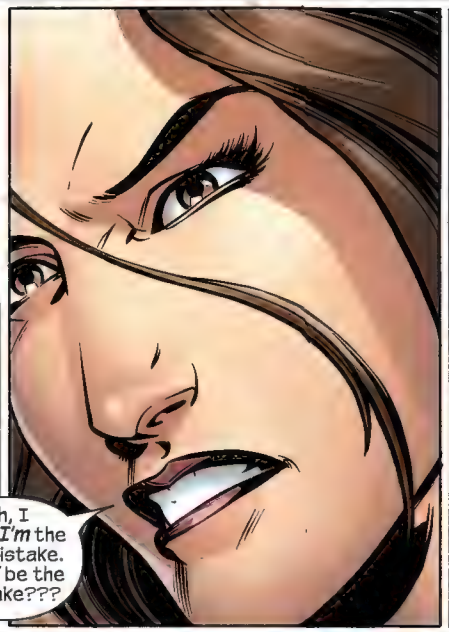

We, the X-Men, saw you were in trouble on TV and we came here to help.
But by the time we got here, it was over and we found out your Aunt May had had a heart attack.
So me and Jean went to the hospital and she read your mind or your aunt's mind and I asked Xavier to help you with his mind powers and he wouldn't!
And I lost it on him like I've never lost it on anyone.
Feeling bad now?
Yes.
Good.
That- that was unbelievably cool of you but...
I- I didn't want Xavier to do that.
But- whoah, you- you didn't want Aunt May to know. You wanted to do it yourself on your own time.
But it happened and- and when stuff happens, you gotta take responsibility for it.
That's what Xavier said.
I appreciate the thought, though.
Yeah, I can tell.
But how are you here?

My mom moved eight blocks away.
So now I go to school here.
(Of all the juice joints...)
Crazy.

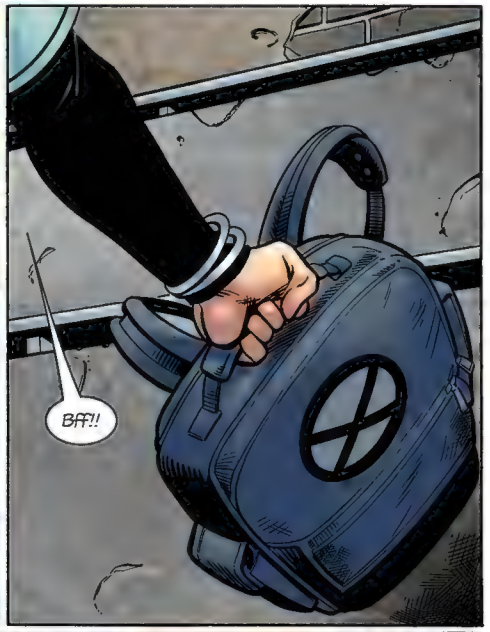

And *just* in time for you to break up with me without *telling* me.
Just in time for me to find out by coming to your *rescue*--
--only to see you making *snuggle noses* with Mary Jane!

Who you've been in love with the whole time and I *knew* this and- and- and--
It's not *about* you.
It's about MJ. I almost lost her and--

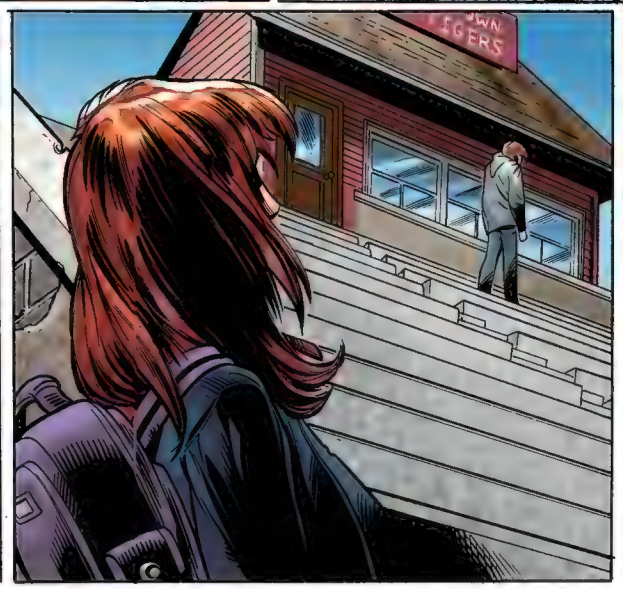
Well!! As long as it's not about *me!!*
I almost *lost* her. For *real.*
For *real* for real.
And I *realized* that I made a huge mistake and I--

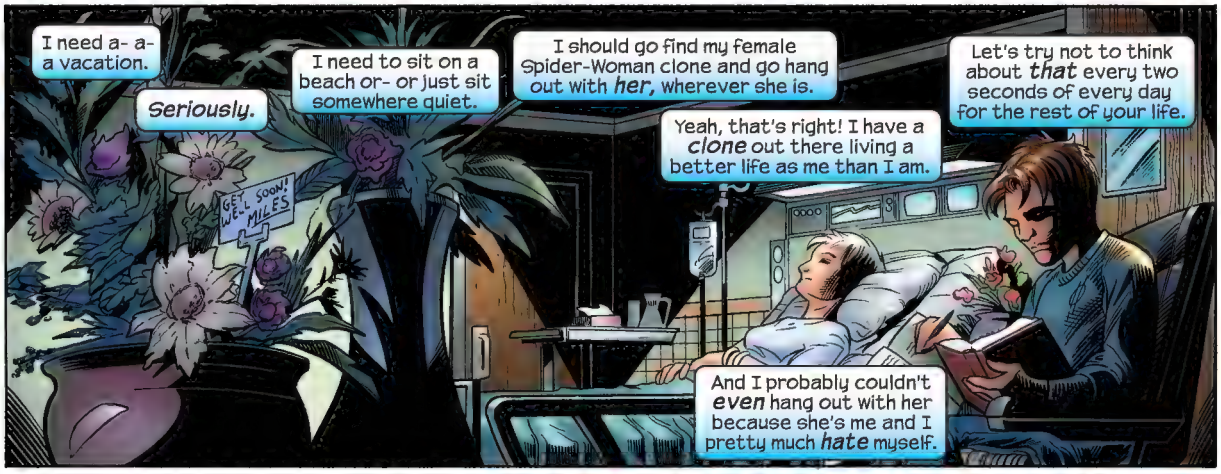

Oh, I hope *I'm* the big mistake. Can *I* be the mistake???

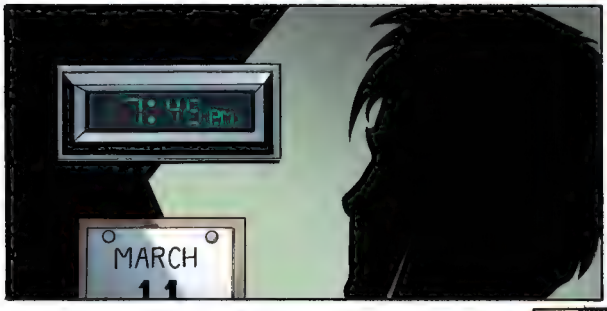
Kitty.
I can't wait 'til we're seniors.
We get yearbooks and you can write in mine that I was your "*big mistake*"!!

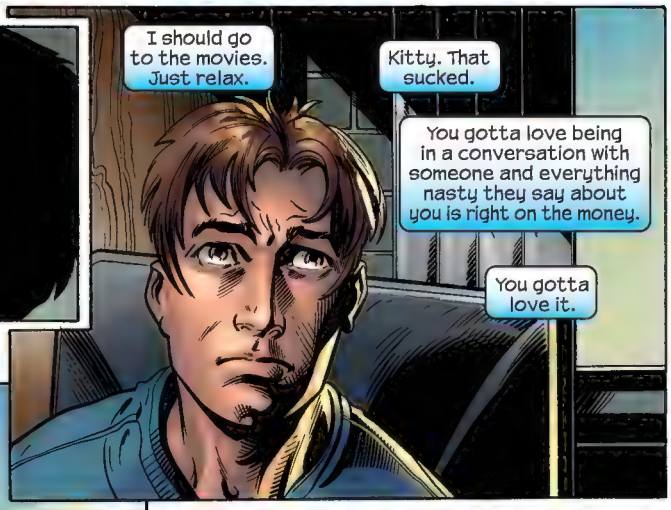

BFF!!

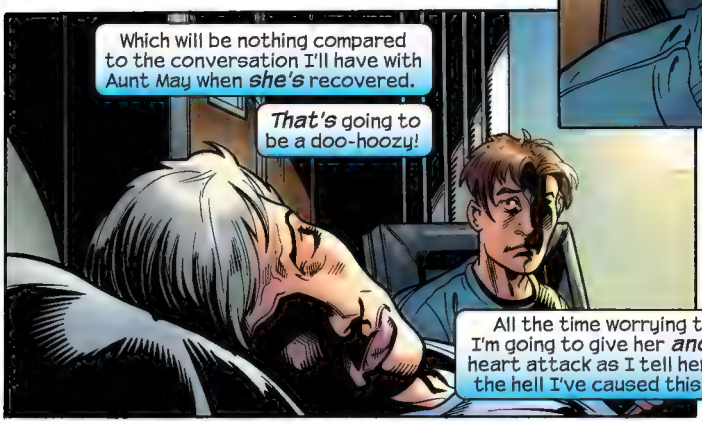
Kitty, come on...



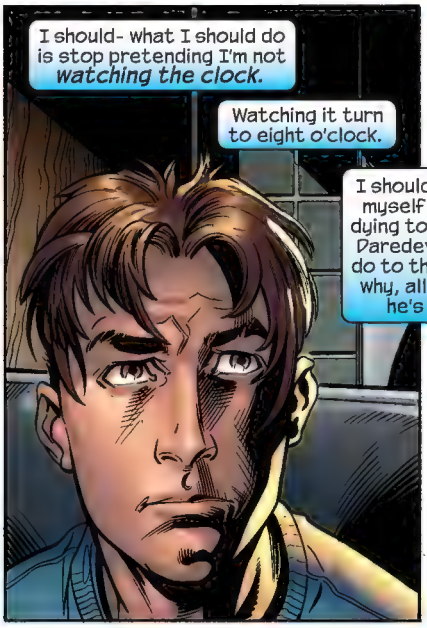

I need a- a- a vacation.
Seriously.
I need to sit on a beach or- or just sit somewhere quiet.
I should go find my female Spider-Woman clone and go hang out with her, wherever she is.
Let's try not to think about that every two seconds of every day for the rest of your life.
Yeah, that's right! I have a clone out there living a better life as me than I am.
GET WELL SOON, MILES
And I probably couldn't even hang out with her because she's me and I pretty much hate myself.


7:46 PM
MARCH
11

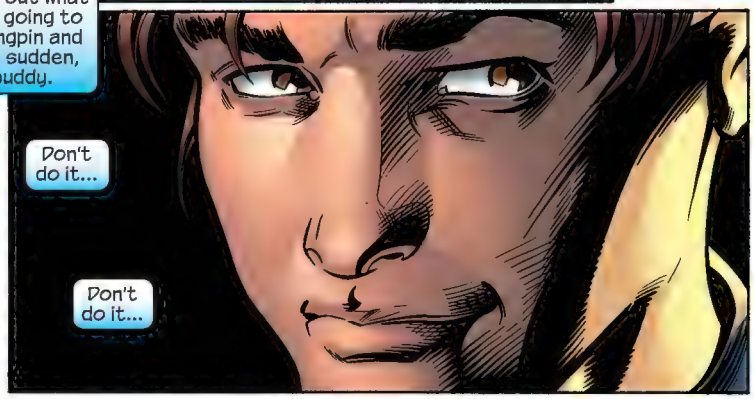

I should go to the movies. Just relax.
Kitty. That sucked.
You gotta love being in a conversation with someone and everything nasty they say about you is right on the money.
You gotta love it.


Which will be nothing compared to the conversation I'll have with Aunt May when she's recovered.
That's going to be a doo-hoozy!
All the time worrying that I'm going to give her another heart attack as I tell her of all the hell I've caused this year.

7:46 PM

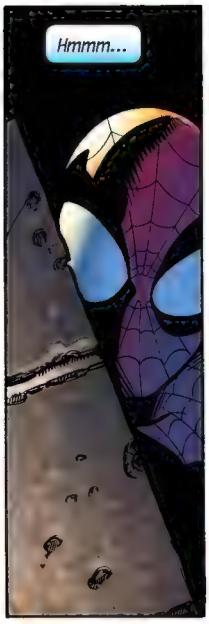

I should- what I should do is stop pretending I'm not watching the clock.
Watching it turn to eight o'clock.
I should stop kidding myself that I'm not dying to find out what Daredevil is going to do to the Kingpin and why, all of a sudden, he's my buddy.

7:47 PM


Don't do it...
Don't do it...

Aaaaand you did it.
Idiot.
Note to self.
Look up the textbook definition for a guy who goes looking for trouble even when every area of his existing existence is already trouble.
Yeah, look that up.
Pretty sure I know what the picture is right next to it.
Well...
There's something you don't see every day...
...or, like, ever.

A rooftop full of crazy people!
A rooftop full of people I've never had *anything* but nightmare run-ins with in the past...


Hmmm...

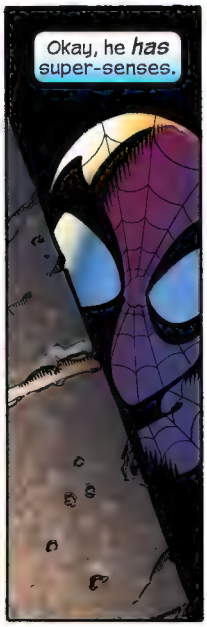
That's Doctor Strange, magician. Guy's on TV more than he sleeps.

Iron Fist. Don't know anything about him other than, you know, his iron fist and he hangs out with...

Shang-Chi. Master of Kung Fu. That guy's pretty cool, actually.

Oh, and there's Moon Knight, who I'm pretty sure is genuinely crazy.
And I'm not just making that presumption based on the costume.

And my *"best friend,"* Daredevil.
What a load that guy is.
And I bet he's *lying* about having those super-senses. He doesn't even have--


Okay, he *has* super-senses.

Gonna regret *this.*
Boys...
Whoah!

Put the moon toys away, Casper, I'm just here for the chicken wings.
Jeez!

There- there *are* no chicken wings.

Ha!!
Wow.
Moon Knight, put the blades away. We're all friends.
"There are no chicken wings," he says.

Uh, hey, Spider-Man.
Doctor Strange, master of the mystic late-night talk show appearance.
Better than a *real* job.
It's okay, Moon Knight.

Shang-Chi- other guy...
I remember you.
Sorry about that thing that time.
You should be.
Okay. So, uh, what's this about a surprise party for Fatty McEvilsteen?

Like I told you individually, we *all* want the Kingpin, we *all* have our reasons...
And we've been tripping over ourselves and each other to *get* at him.
And what do we have to *show* for it?

He has an army and a fortress- police and politicians in his pocket.
And yet we're so surprised we haven't been able to bring him down?
And by "bring him down," you mean...?
You said kill him.
Yesterday you said you're planning to kill him.
And, in a grown-up world like the one we live in, it may be our only...
First of all- it wouldn't do anything. Someone else will just be there to take his place.
Not necessarily.
Of course there will be.
Not necessarily.
They killed Hitler.
And that was that for the Third Reich.
But it eventually came back in the form of a little thing called MTV.
Seriously, are you all comfortable with killing a man? With storming his tower and killing him?

No.

Thank you.
But if one of *you* do, I would like to have the opportunity to throw Nerf balls at his fat head on a stick as it's paraded up and down midtown.

Guys, we're supposed to *represent* something.

We will.

Something *loftier.*

Grow up.
We tried that.
Look what it's gotten us.

I'm telling you now, I'm not going to defend the guy, but if you guys whack him--
(or whatever)
--I'll go right to Nick Fury and *tell* on you.
Yeah, that's right. I'll point fingers and make a stink.
If you want to *bring* him down, *scare* him out of town, or get the goods on him so the guy goes to fat jail forever- *that* I'm behind.
But I'm *not* going to allow *this.* It's not going to happen.

Allow?
And dude, if you *ever* just show up in my civilian life like that, you and I are going to go at it for *real.*
And I don't think you'll like the end of that chapter.
I don't fight kids.
You're not going to have a *choice,* if you don't listen to what I'm saying.

Well, *look* at you.
Look at *me.*

So, uh, other than *killing* Fisk, what's the plan?

Actually, I really liked Shang-Chi's idea.
He tried to infiltrate the organization by auditioning to be his new assassin-bodyguard.
He's been looking for weeks. He feels naked without one.

His fist. He calls it his fist.
"His fist."
He'll be looking for it now. I can't try again.

And he *knows* me.
I'm on too many talk shows and I- I can't *kill* anyone.

You don't have to- you just have to convince him you *did* and *can.*
Well, I have midterms and he's seen my face.

I could do it.

Create a new identity...
I could do *that.*
I could cast some enhancement spells, give you a little boost in appearance and power.

I like that.
You're perfect, really.
You get in there, you tip us off to where we can hurt him the most.

We'll break the back of his day-to-day operations, hit him where it hurts.
He'll get sloppy and paranoid.

"We'll break the back of his operations, hit him where it hurts.
"He'll get sloppy and paranoid. And then we'll give the info to the Feds and they can lower the boom."
His exact words.
Who will this Moon Knight be posing as?

I don't know. They're still working on it. I don't think this Moon Knight's a well man.
What is Daredevil's real name?
I don't know. Shang-Chi knows, but they haven't told me. I'll work on it.
And Spider-Man?
Is a kid. I think he might be thirteen. He's a real wise guy, too.
He's older than thirteen, but yes.
So that's it?
We got a deal?
Because I'm not going back to prison.
Not for them, not for you, not for anything.
Well, Danny Rand.
Iron Fist...
If this turns out to be true...

...you've certainly earned my friendship...
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
108
ULTIMATE KNIGHTS: PART 3
MARVEL
BENDIS
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HENNESSY
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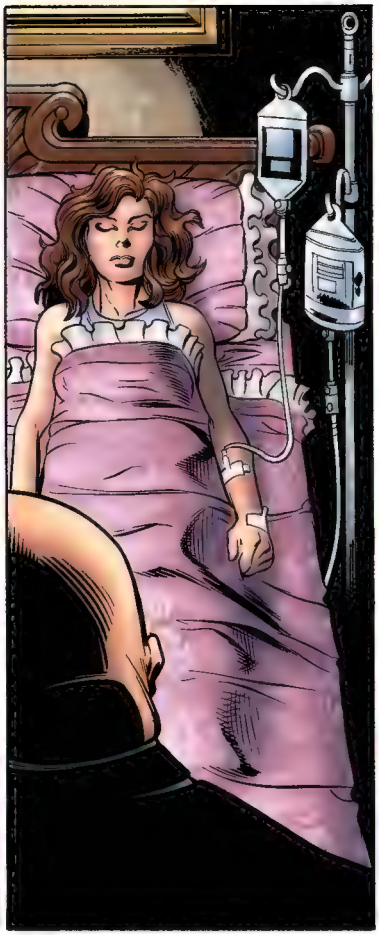
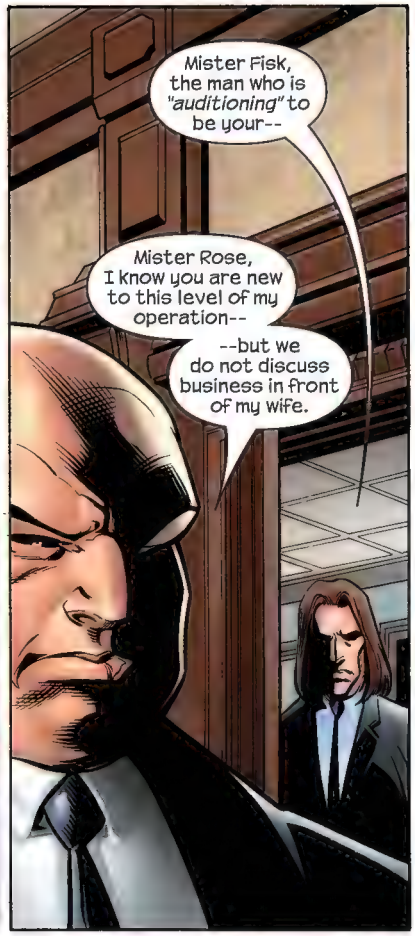
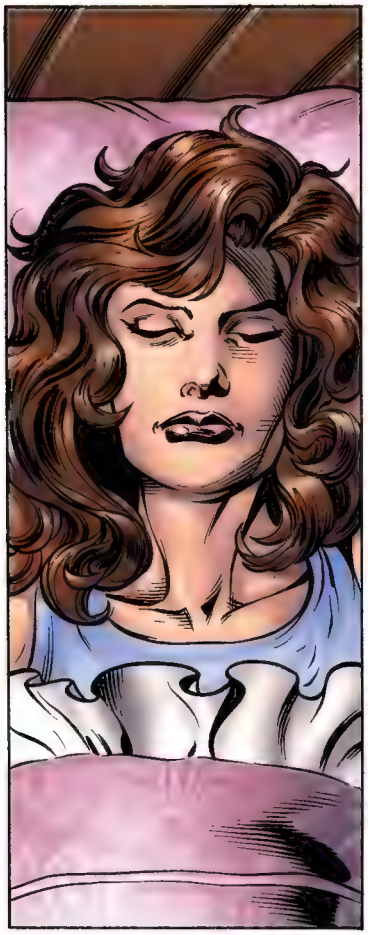



Mister Fisk, the man who is "auditioning" to be your--
Mister Rose, I know you are new to this level of my operation--
--but we do not discuss business in front of my wife.

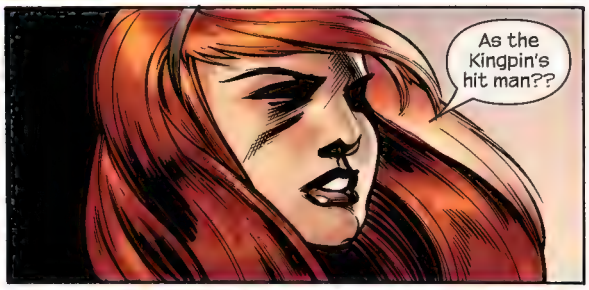


Y-yes, sir.
This rule will not be broken again.
Y-yes, sir.
She's an ill woman.

There's no need to fill her head with our ugliness.

Explain it to me.

What's to explain?
He goes undercover.


As the Kingpin's hit man??

Putting him in prime position to take the Kingpin down.
Down down.
Permanently down.
And this was Daredevil's idea.
Actually, a man named Shang-Chi thought of it.
But it was Daredevil that came to Moon Knight with this idea of all the underworld vigilantes teaming up with a plan to take the Kingpin down together.
And this is the plan?

Daredevil is the gun, but our boy is the bullet.
And we have to create a new persona to do it?
He's done it before.
Exactly.
And this doesn't concern you?

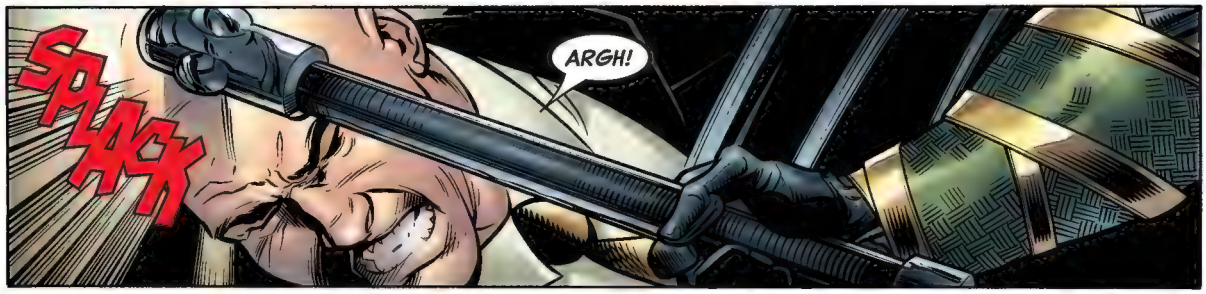
We're taking the Kingpin down. This is what we've always wanted.
What's the problem?

Okay...
Our boy, our guy is a sick man. Right?
He suffers from multiple personality disorder.
To the point that none of this is real. None of us are real.
We're all part of him. Marc Spector, Steven Grant, me, Moon Knight...
We're all the same person!!
We're all him and now you want him, with his history of fragmented psychosis, to create another persona?
A-a killer. A hit man.
It doesn't worry you?
So we can take down the Kingpin.
What if, instead, this killer becomes the dominant personality?
You shouldn't be talking like this.
He can hear you.
He is me!!
And I'm telling you, this is dangerous for us.
You shouldn't be talking like this.
It's going to kill us all.
Stop it!!
The Kingpin!! Taking down the Kingpin!! Nothing else matters.
Nothing!!
Calm d--
Nothing!!
What's the killer's name going to be??

What's your name, killer?
Ronin.
And what do you *do*, Ronin?
Whatever needs to be done.
Uh-huh.
Well...
Prove yourself.

CRACK
BAM

Gah!
BAM
FAK


ARGH!
SPLACK

Excuse me.
BAM
That's not what I had in mind.

Sorry.

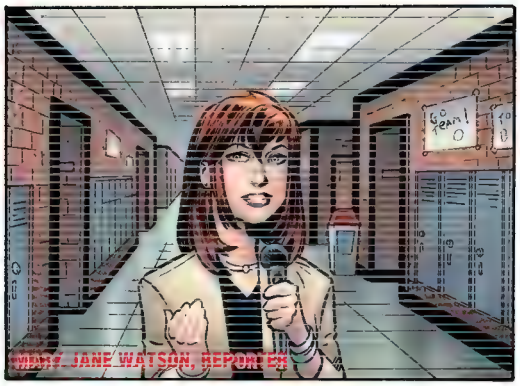
How did Mr. Ronin here check out?
It's all here. Marc Spector- ex-Navy Seal.
Gulf War Super Soldier experiment gone wrong.
He worked for Roxxon under the name *Paladin* 'til Roxxon fell apart. He checked.
Was Roxxon as big of an idiot as he seemed?

I don't get paid to gossip. I don't get paid to talk.
I get paid to act.

Good answer.

So... prove it *how?*

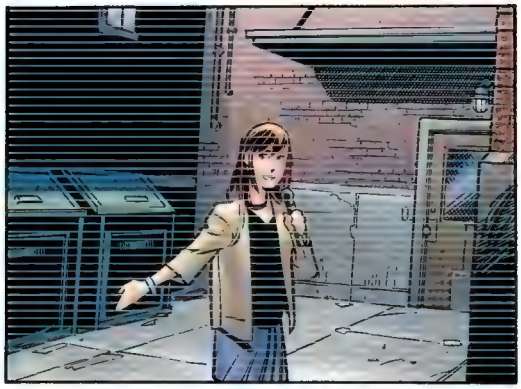
Spider-Man.
Wreck his life and bring him here.
You got an address?
Like I said, prove yourself.



Spider-Man.

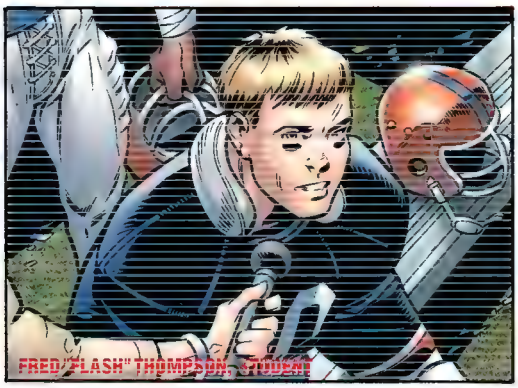
Every day the name echoes through the halls of Midtown High School.

The theory that this controversial costumed figure *may* either go to school here, or is on *faculty*, does not go away.



Just two weeks ago, in this very alley...

Fred Thompson, a sophomore here at Midtown High School, was kidnapped by mystery assailants who mistakenly took him for Spider-Man.



I'm kinda sick of *talking* about it.

I mean, I'm just happy to be alive.

They did this poll thing on the Internet... half the world thinks I'm Spider-Man, anyhow.

I might as well be.

But you still claim that you're not...

Duh. If I *was* Spider-Man, why the hell would I be sitting in school all day?

I asked Principal Siuntres *his* feelings on the growing Spider-Man controversy.

I don't *know* if Spider-Man is one of the students, but we're pretty *sure* that he is not one of the faculty.

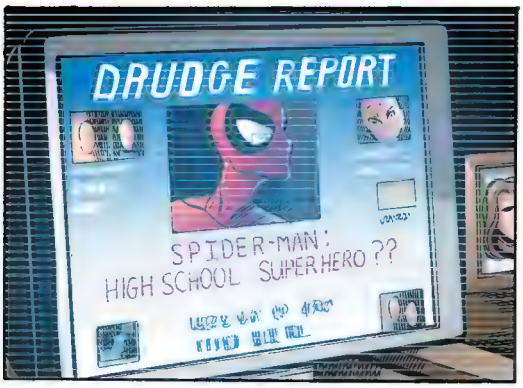
We have done a *thorough* investigation of all *faculty* members and school employees...

And *no one* who works *here* matches his physical type.

The problem is- really, it doesn't *matter* if Spider-Man goes here or not, and I'll tell you why...

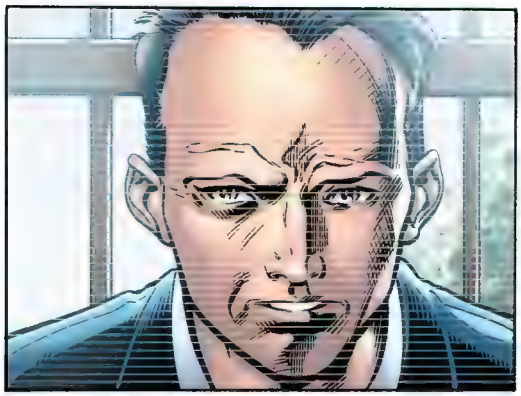
So far most of the damage to this institution has come from the local and national media who keep ***reporting*** this story based on nothing but rumors!

They reported it with no facts.



And they'll keep ***doing*** it until someone gets ***hurt!!***

And ***then*** they'll report ***that*** and pretend like they didn't have anything to ***do*** with it.



So if Spider-Man ***does*** go to this school and he is ***watching*** this...

...keep doing what you're doing.

The world desperately needs good people. And I'd be proud to hear that our school helped produce someone like you.

But I can't have chaos in my halls and I can't have children put in harm's way.

Keep it off school grounds.

Flash Thompson was abducted by people who ***thought*** Spider-Man goes to school here.

It doesn't make it a ***fact.***

A fact is when we catch him in the hall and ***unmask*** him.

Right now it's a ***rumor.***

But there they are- they camp out in our parking lot, they distract and harass our students...

I worry about the students and families of this school ***every day*** and we take this Spider-Man situation very seriously.

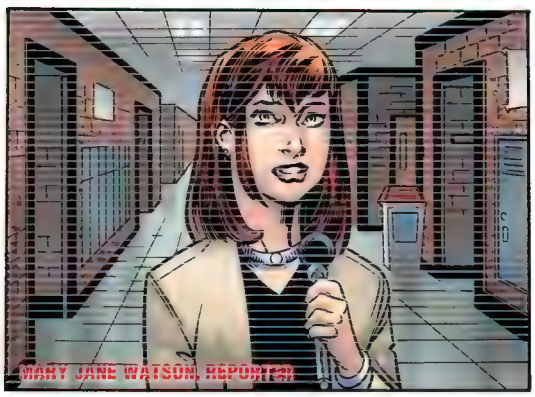
It cost my predecessor his job.

But the truth is, I'd be proud to know Spider-Man went to school here.

He once saved my mother from an out-of-control bus.

Is that ***true?***

Yes, it is.

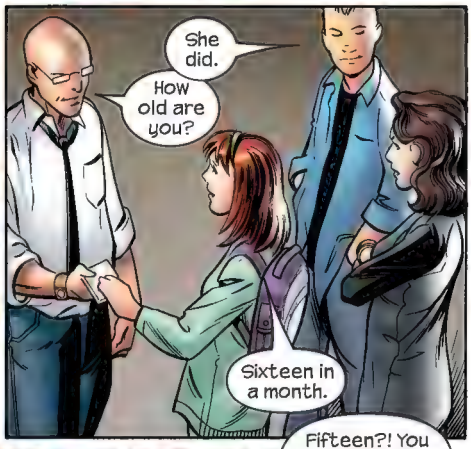


For the Midtown High School News Channel Project...

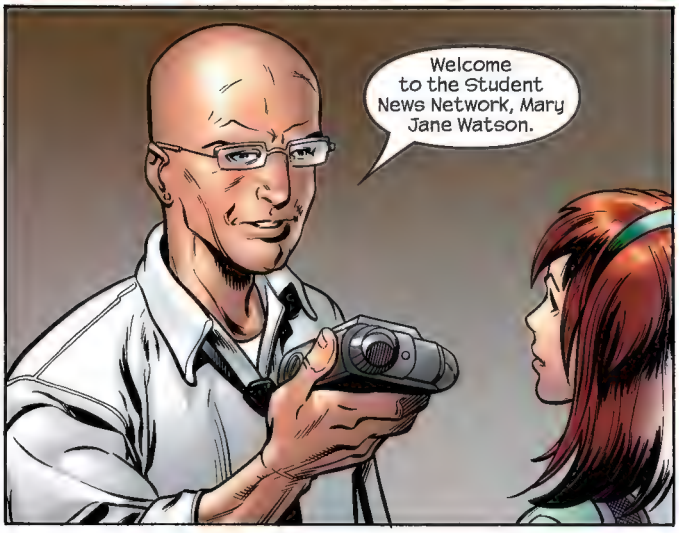
This is Mary Jane Watson reporting.

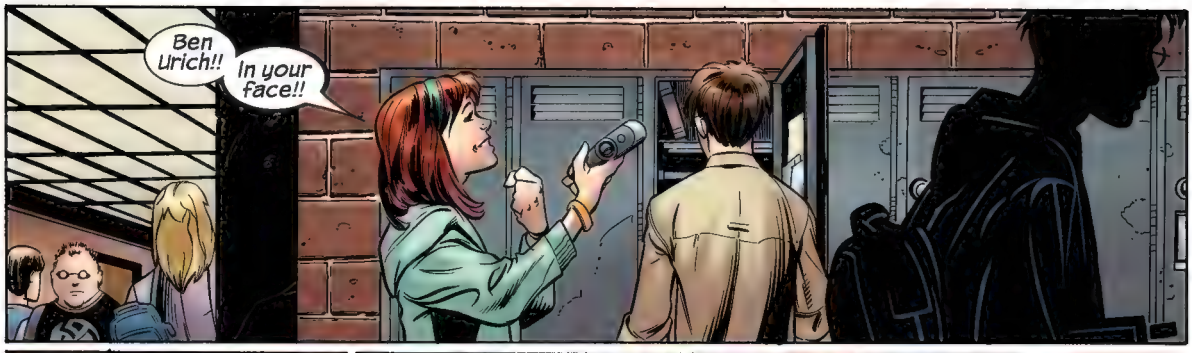
Who helped you with this report, Mary...?
Mary Jane Watson.
Uh... no one.
No one helped you?
Like who?

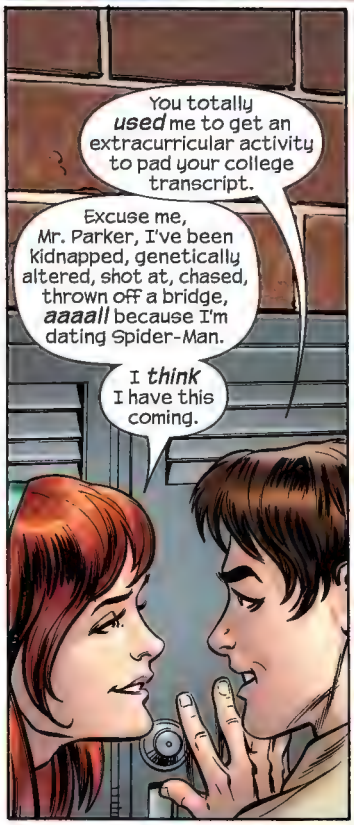
You made it yourself?
I edited it here.


She did.
How old are you?
Sixteen in a month.

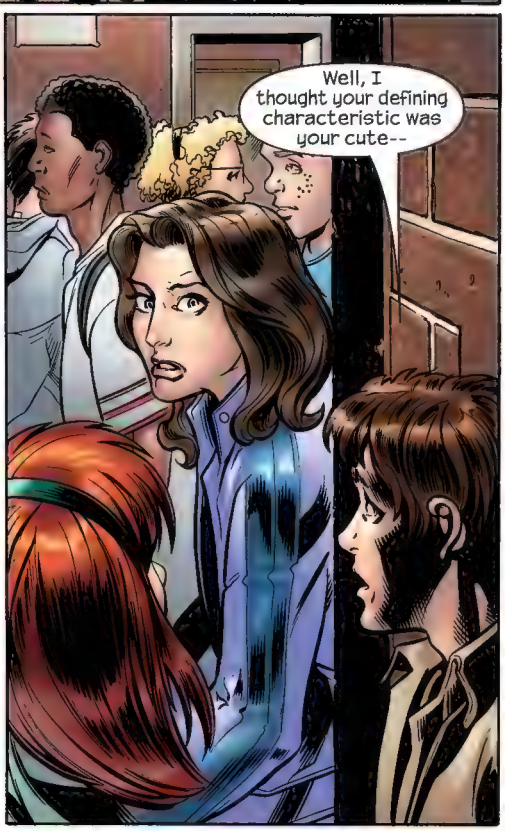
Fifteen?! You did *that* and you're fifteen?
Uh--
Be calm, Ms. Jones.

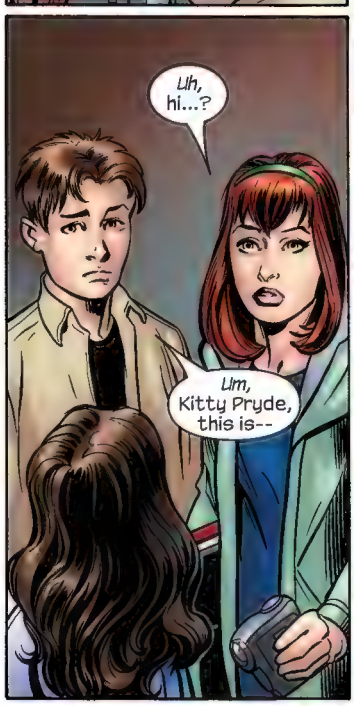

Welcome to the Student News Network, Mary Jane Watson.


Ben Urich!!
In your face!!

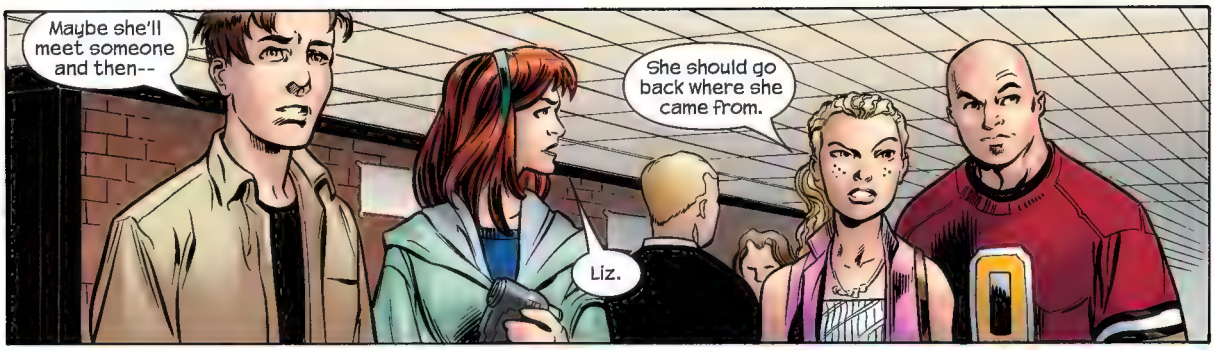

You totally *used* me to get an extracurricular activity to pad your college transcript.
Excuse me, Mr. Parker, I've been kidnapped, genetically altered, shot at, chased, thrown off a bridge, *aaaall* because I'm dating Spider-Man.
I *think* I have this coming.

Wow, with the guilt.
Pretty good, huh?
I'm trying to build it into a defining characteristic.


Well, I thought your defining characteristic was your cute--


Uh, hi...?
Um, Kitty Pryde, this is--

Ugh!
I feel bad.
Me too, actually.
How many times is that going to happen a day?
Only two more years of high school.


Maybe she'll meet someone and then--
She should go back where she came from.
Liz.

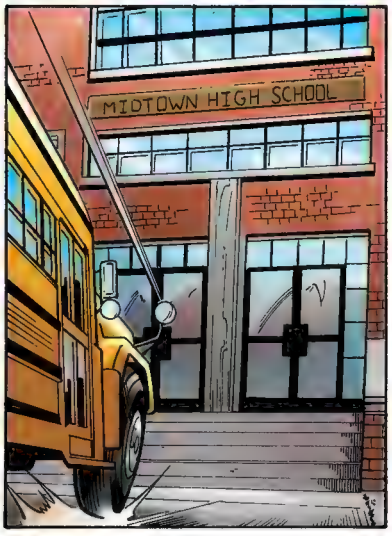
She shouldn't *be* here! It's dangerous and it's *disgusting.*
She's a *mutant,* not a leper.
She should be with her *own kind.*

VROOOMMM

Liz! I really want you to stop talking like that in front of me.
I would *really* like you to stop talking like that *altogether* and I would really, *really* like you to stop *thinking* like that.
But barring *that,* can you *please* try to keep the mutantphobia to yourself, *please??*

VROOOMMM

I'm right.
Liz!!
Fine!!
Why *are* you so mutantphoby?
Um--


MIDTOWN HIGH SCHOOL

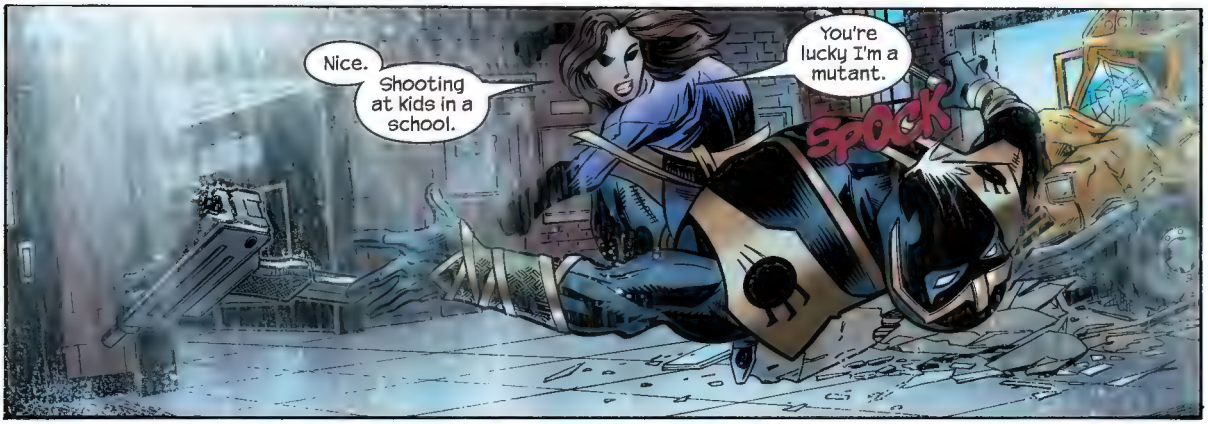
SCH
3A13

Oh my God!!
Dude!!
Guys, everyone get--

What are you doing?

BAM
BAM
BAM
SPIDER-MAN!!??
I'D LIKE A WORD!!
Who is *that* supposed to be??
I have no idea!!
Please... please!!!
You're going too far!! This is too much!!
BAM
BAM
Wh-what do we do?
The kitchen! We can get out to the football field.
Spider-Man!! The boy with the costume!!
SPIDER-MAN!!
I guess I should thank you ahead of time.

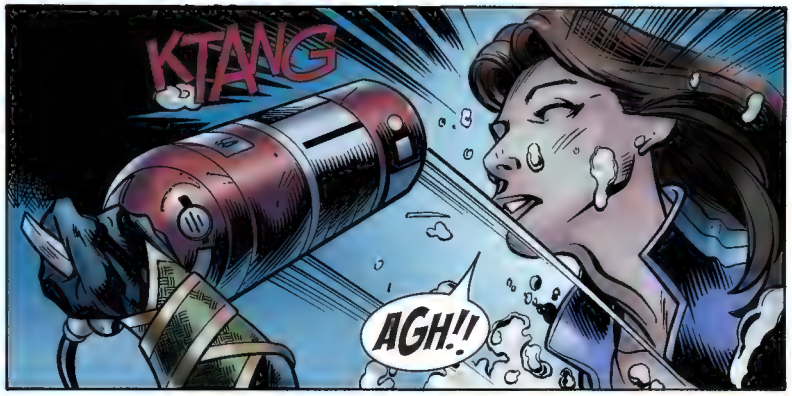
I've desperately needed something to hit for about a week.
You'll do.
Spider-Man!!
I just want Spider-Man.
See? See what he'll do!!
He's just trying to lure Spider-Man out. We need him to gain the Kingpin's trust.
Yeah?
Guess the line forms behind me.
Just- just go home. Don't stop. Don't go back!! Just go home!!
Good luck trying to nab him, I don't think you're his type. Not that I know--
Don't--
BUDDA
BUDDA
Oh my God...

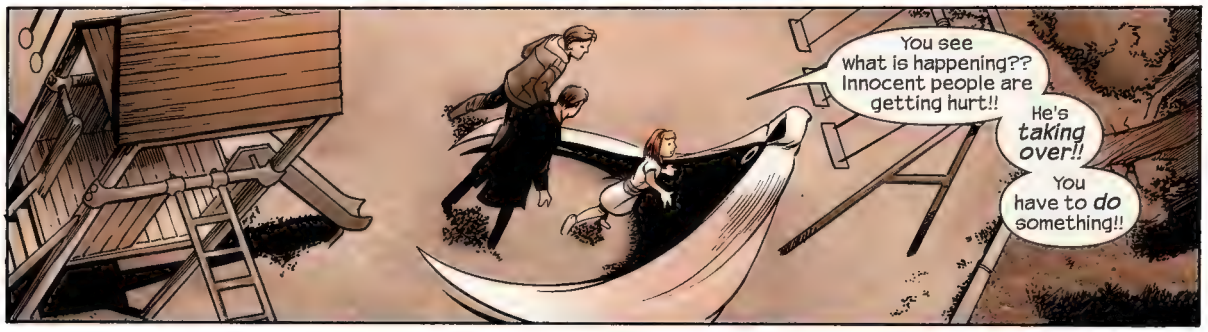

Nice.
Shooting at kids in a school.
You're lucky I'm a mutant.
SPOCK

Just F.Y.I., dumbo...
I can phase through solid objects. I can phase in and out.
You can't hurt me.
Oh, and a guy named Wolverine trained me.
FUMP
CRACK

You're toast.

FOOOSH
Agh!


KTANG
AGH!!

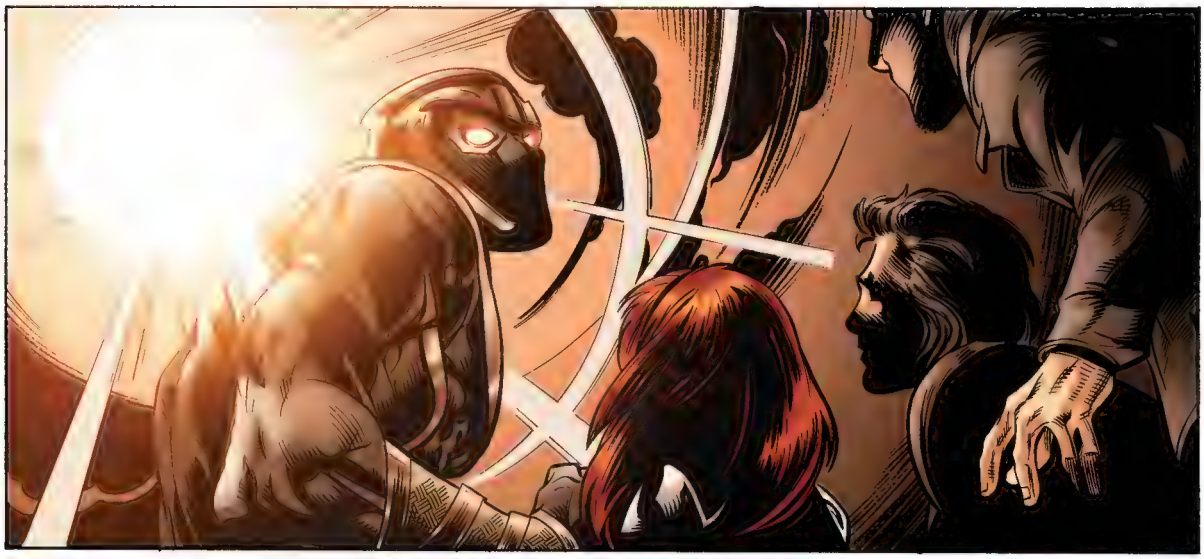

You see what is happening?? Innocent people are getting hurt!!
He's taking over!!
You have to do something!!

You have to *do* something!!
SPOCK
SPOCK
SLAPP
Please, don't do this...
I'm not *even* going to make with the funny on you...

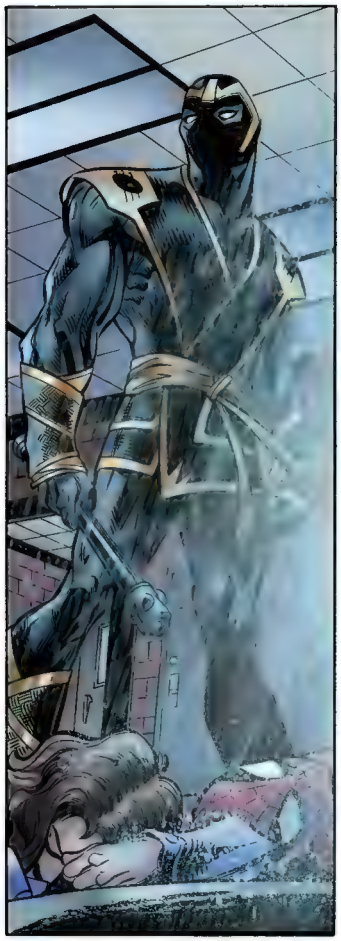
IDIOT!!
CRACK
CRACK
There's kids here, you moron!!
SPACK
CRUNCH
Sincerely, I hope prison sucks.
THWAPP
FUMMPP

Kitty??
Muurgghh...
SLICE
RRRAAGGH!!
RRRAAGGH!!
Dude, just lay down and--
PUT
CRACK
Oh man, I *hate* when I'm the dart-board.
Why do I always get to be the dartboard??
PUT
PUT

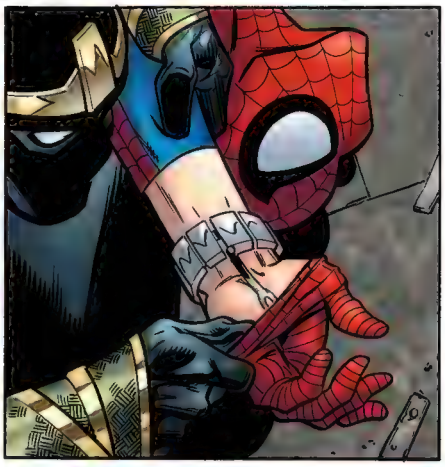
PANG
Agh!
CHANG
Let it happen!!
Nooo!!!
CHANG
Ggrr!!
Whhsss--
CHANG
CLUMP
CLUMP



WEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWE
Y.P.D.



CLANG



THWIP

Where's Peter?
Oh my God...

Did we get confirmation from S.H.I.E.L.D.?
Are they coming or not??
Not until we have positive I.D. on whatever--
SWAT
Next?
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
109
ULTIMATE KNIGHTS: PART 4
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Case dismissed!!
Well done, Mister Murdock. As always, it's like you can read the jury's mind.
Foggy, if I could read a jury's mind, I'd be--
Bedlam on a high school campus today...
Midtown High School was literally under siege--
--as a masked vigilante attacked the school, looking for Spider-Man.
Um...
Could you excuse me?

Spider-Man--
Wake up, now...

Oh, Spider-Man...

Wakey wakey, li'l Spider-Man...
...rise and shine.

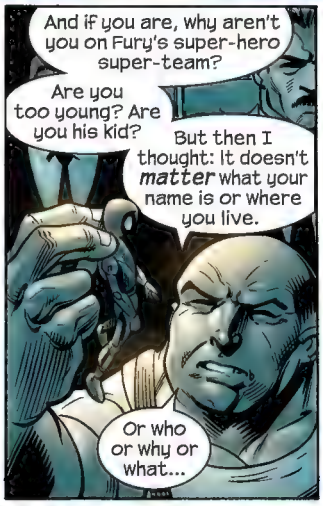
Oh... *there* you are.

I thought you might have a concussion...
But you are one tough little mutant-boy.

Are you a mutant? Everyone *thinks* you're a mutant.
But my friends at the FBI told me top cop Nick Fury flagged you.
And I don't want *Nick Fury* up in my business, because...
I was going to fingerprint you and find out your real name and all your juicy secrets--

That's just bad business.

At first I wondered, why can't I know your name?
You who always causes me so much tsuris.
Why are you under Nick Fury's protection?


And if you are, why aren't you on Fury's super-hero super-team?
Are you too young? Are you his kid?
But then I thought: It doesn't matter what your name is or where you live.
Or who or why or what...

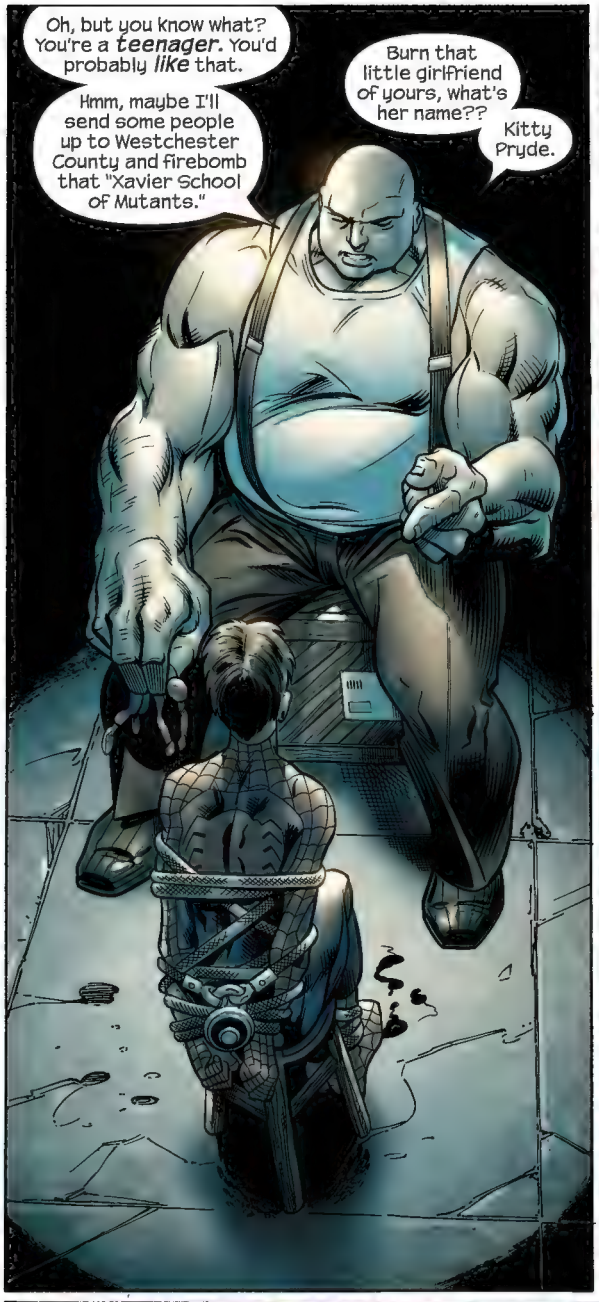
All that matters is that you...are Spider-Man.
That's your real name now.
And yes-- your naive Spider-Boy agenda to fix the world--

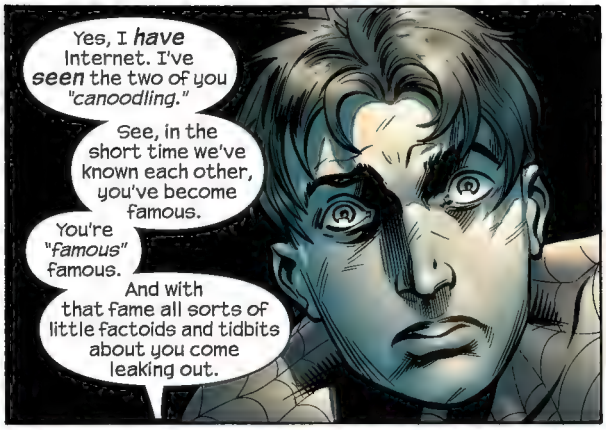
--is very annoying!
DONK

And very immature!
DONK

DONK
And getting you nowhere.

But now I know where to find you, the next time you come around here.
I know exactly where you are, until you graduate high school.
So if you come after me ever again, I'll blow up that school of yours!


Oh, but you know what? You're a teenager. You'd probably like that.
Hmm, maybe I'll send some people up to Westchester County and firebomb that "Xavier School of Mutants."
Burn that little girlfriend of yours, what's her name??
Kitty Pryde.

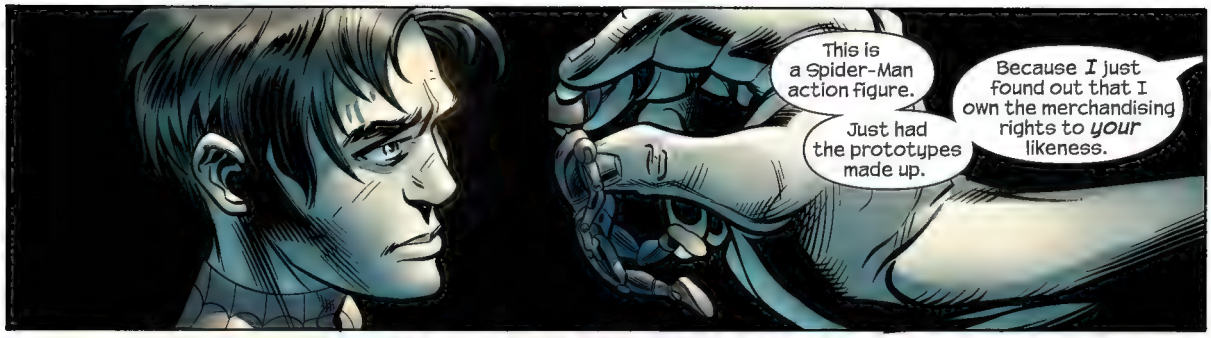

Yes, I have Internet. I've seen the two of you "canoodling."
See, in the short time we've known each other, you've become famous.
You're "famous" famous.
And with that fame all sorts of little factoids and tidbits about you come leaking out.

So now I can get to you just as easy as you can get to me.
Try to hurt me and I can hurt you right back.
And this is before you do the inevitable idiotic move of telling the world who you really are.

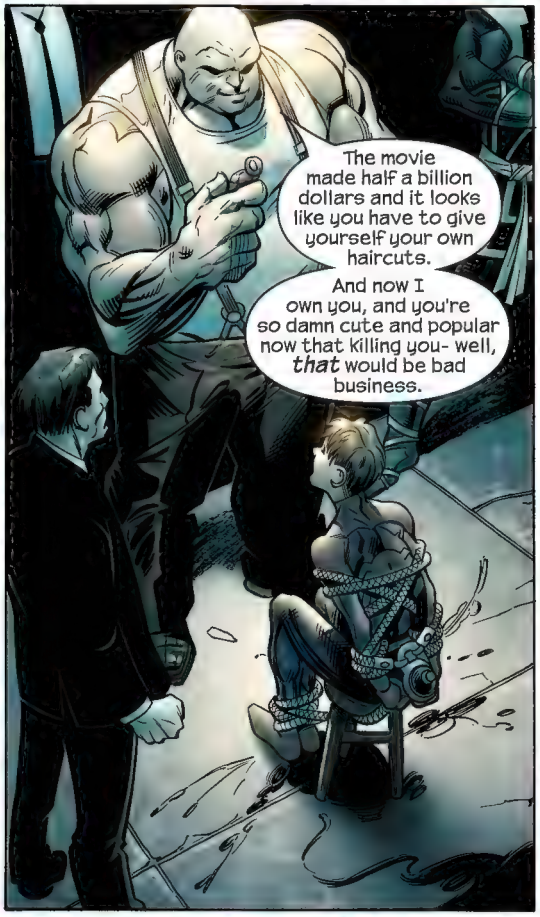
And then I'll know who your mommy and daddy are.
I'll know where you live.

But- hold on- if I have you here--
--now--
--tied up and helpless--
If I have you, and I have a gun--
I have my fists.
Why don't I just kill you now??
Hey, why don't I just kill you now and get it over with??

Well...
This is why.

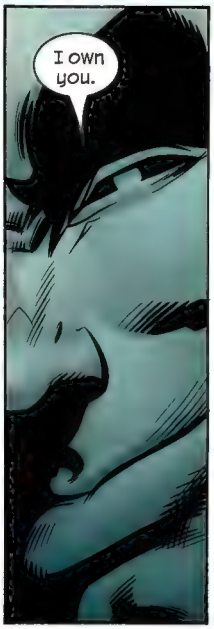

This is a Spider-Man action figure.
Just had the prototypes made up.
Because *I* just found out that I own the merchandising rights to *your* likeness.

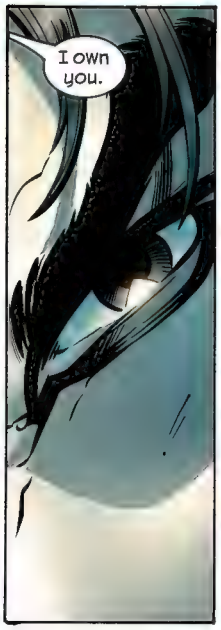
It's a long story, but a company I own bought a company that registered your likeness.
I *own* it. Worldwide.
See, if you were *smart, you* would have registered the likeness and trademark...but you *didn't.*


The movie made half a billion dollars and it looks like you have to give yourself your own haircuts.
And now I own you, and you're so damn cute and popular now that killing you- well, *that* would be bad business.

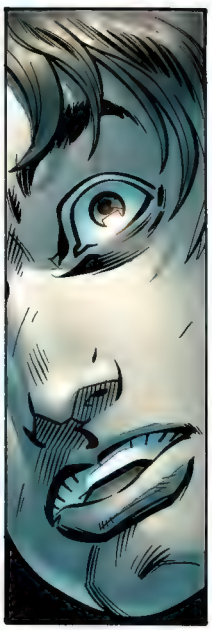
You're probably even *more* popular because you just saved a high school from this deadly assassin here.
And as your popularity grows, so does the *value* of your likeness.
So no matter how much of a pain in my butt you *think* you are to me--
No matter how much money you *think* you cost me...
It is *nothing* compared to how much I make from you just being you.

Posters, T-shirts, toys, videos, sticker books, coffee mugs, bowling balls...
Worldwide...
I own you.


I own you.

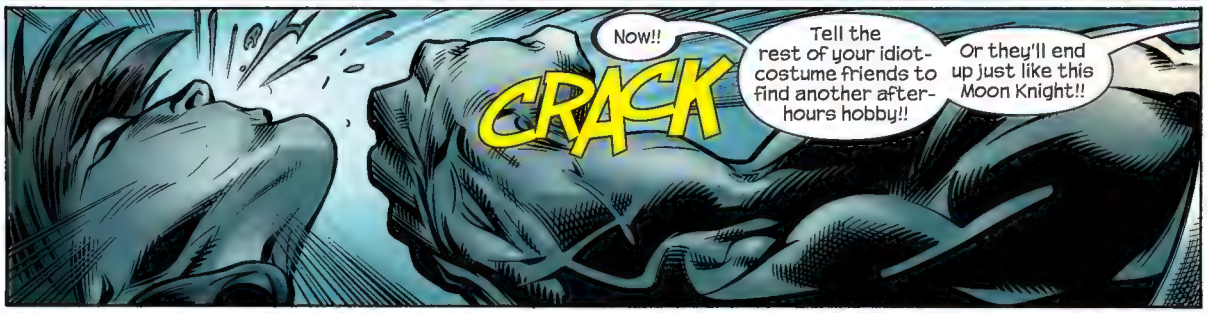

I own you.

So I want you to go back to your little gang of vigilante knights.
All of them.
And I want you to tell them to *cut it out.*



TOOM
Moon Knight. Right?
GKK!
HUURRGAA!!
FUMP
HUURRGAA!!
FUMP
Nice one, boss!
FUMP
Your pal Matt Murdock, a.k.a. Daredevil, works for me!!
Muurr!
He always has!!
He's my lawyer!!

Muurr!!!
It's public knowledge!!
I sent him to screw with you idiots so I could prove to you you're playing a game whose rules I invented.


Now!!
CRACK
Tell the rest of your idiot-costume friends to find another after-hours hobby!!
Or they'll end up just like this Moon Knight!!

Tell them I'm *about* to get annoyed.
KICK
Argh!!
KLUMP

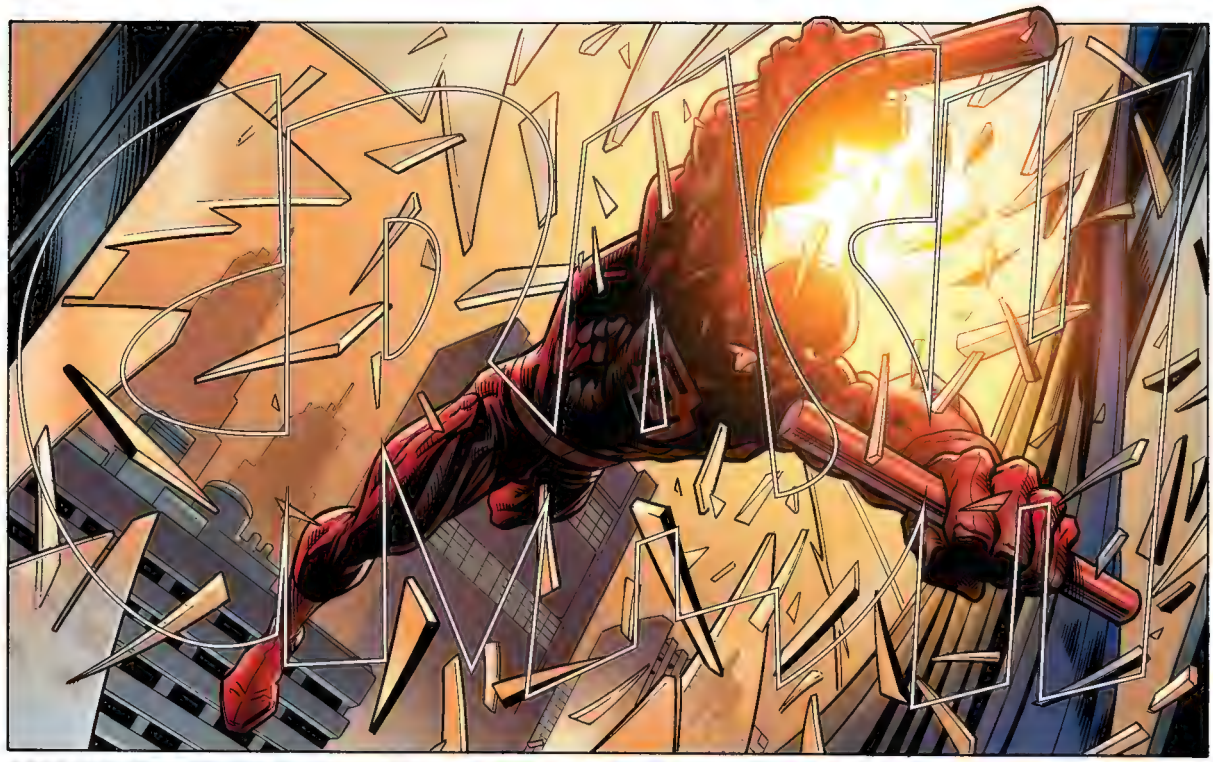
You tell them to find another hobby other than me and mine.
And if you don't? Well...

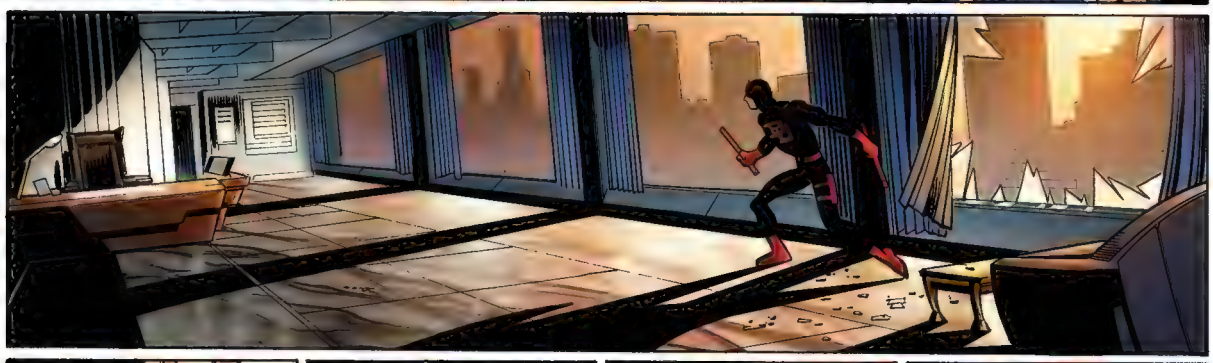
Nn!!
The nostalgia market *is* big.
So after I *do* kill you, there will be an *initial* surge in merchandising profit.
AGGHH!!
But about 88 percent of the time it softens to nothing.

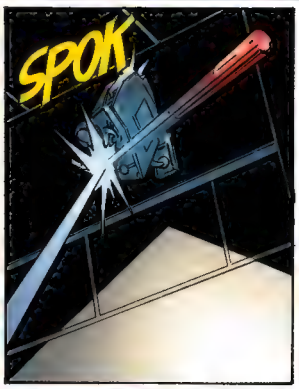
You're *hardly* Jimi Hendrix.
So I'd *rather* keep you around, but if I *have* to--
AGH!!

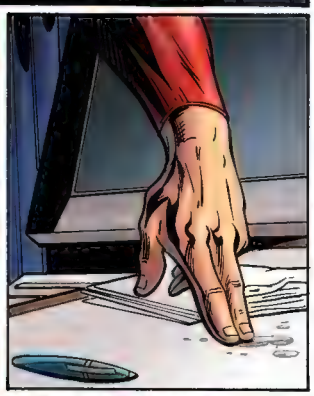
Oh, hey...
Any fat jokes you want to toss my way before we're done?

That's what I thought.
You do whatever you have to, to keep your costume-friends under control and you keep yourself out of my sight.
But you keep on being Spider-Man.
Don't let this knock the wind out of your sails.
You keep saving old ladies from muggers and every once in a while you stop my old golfing buddy, Norman Osborn, from destroying the city.
No, no.
You're not getting out of it that easy.
And don't you even *think* about *not* being Spider-Man anymore.
You stop being Spider-Man and, well, I'll just hire someone to be Spider-Man *for* me.
See, I own the rights...
Understood?


DAREDEVIL




SPOK



OLEP BOOP BOP

RIIINNG
Doctor Strange's residence.
Wong speaking.
Wong, I need to speak to the doctor.
The Doctor is meditating.
It's important.
I'm sorry, the Doctor is meditating.
This is--
(oh brother)
--this is Daredevil. It's important.
Excuse me, Doctor, there's a call.
Can't you see I'm meditating?
Yes, sir.
It's important.

Man, I am very uncomfortable with this.
Fine.
But I think that Spider-Man kid is in trouble and I think we put him in trouble with this plan of ours.
Of ours?? This was yours.
Well, as annoying as that kid is, his heart's in the right place and--
I just- this is the Kingpin's place. This is breaking and entering.
I'm sort of famous. I can't be seen doing stuff like this.
Then leave.
Then go back to your talk shows and let #@$% like this tear a hole in the city and torture and kill a teenage boy.
You told me you wanted to help. You told me you wanted to make a diff--
Okay, okay!! What do you want me to do??
Can you cast a spell that--
"Cast a spell."
Or whatever you call what it is that you do.
Can you do it so it lets us know what happened here and where they went?
Where who went?
There's a faint smell residue of Spider-Man and Kingpin...
...and a little Moon Knight.
(I can barely make it out.)
I don't smell anything.
They were here.
There was a wet body on this desk. On these papers.
And it's water they use in industrial fire detection sprinkler-systems and these sprinklers haven't been on.
How do you know that?

There's a chemical they use in industrial sprinklers that is slightly- it doesn't *matter*.
Moon Knight brought him up here and they took him away.
I need to know where they took him.
Hold on.

Okay.
How long ago do you think this was?
I don't- I don't know.
But you know what sprinkler water smells like.
I don't know.
Okay, hold on...

Furtanato distretnatoto.
What's happening?
Shh!

Firstrala natalaso.

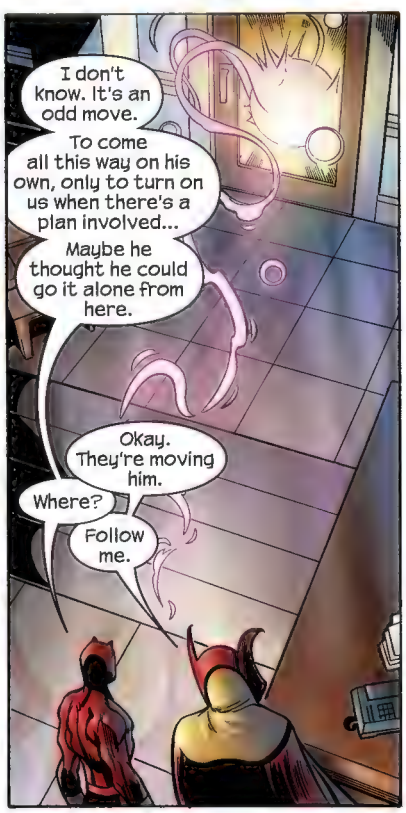
There!
There what?
See? He *was* here.
He--
You're right. He was lying on his desk. See?

I- no.
No.
You can't *see* this?
Why not?
You can smell sprinkler water but can't see?

What do *you* see?
Kingpin, Spider-Man, a masked man.

That's Moon Knight.
Oh, okay, that's his *new* identity.
Looks like he really clobbered the hell out of Spider-Man.
Damn it.

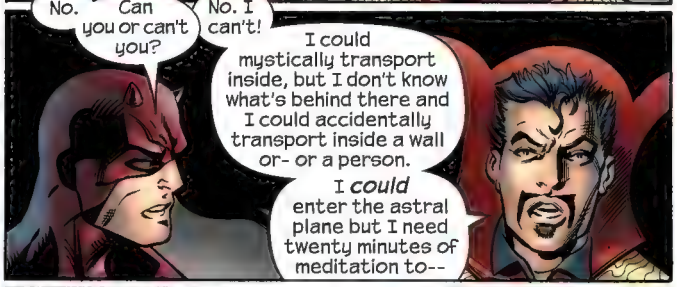
I thought he was supposed to *tell us* when he was going to do anything.
Get *us* involved so we could make a plan.
He was *supposed* to.
Do you think he *turned* on us?


I don't know. It's an odd move.
To come all this way on his own, only to turn on us when there's a plan involved...
Maybe he thought he could go it alone from here.
Okay. They're moving him.
Where?
Follow me.

Where is everyone?
Where are the secretaries and office people?
This is Wilson's floor.
There's no one up here, so no one can overhear anything that might get them whacked for overhearing.
Wow, you really know your Kingpin.
Been working on it for a long time.
How long?
Long time.
Do we take the elevator?
Kind of.
DING
Come on...
Careful.
There's no one down here.
How do you know?
I can hear.
Ugh.
What?
My cloak is filthy.
What?
This was my father's.
Where?
There.

Are they in there now?
I can't tell.
I thought--
It's reinforced. I can't tell.
Can *you* whip something up so we can see what's behind the door?

No.
Nothing?
You really don't understand what it is that I do.

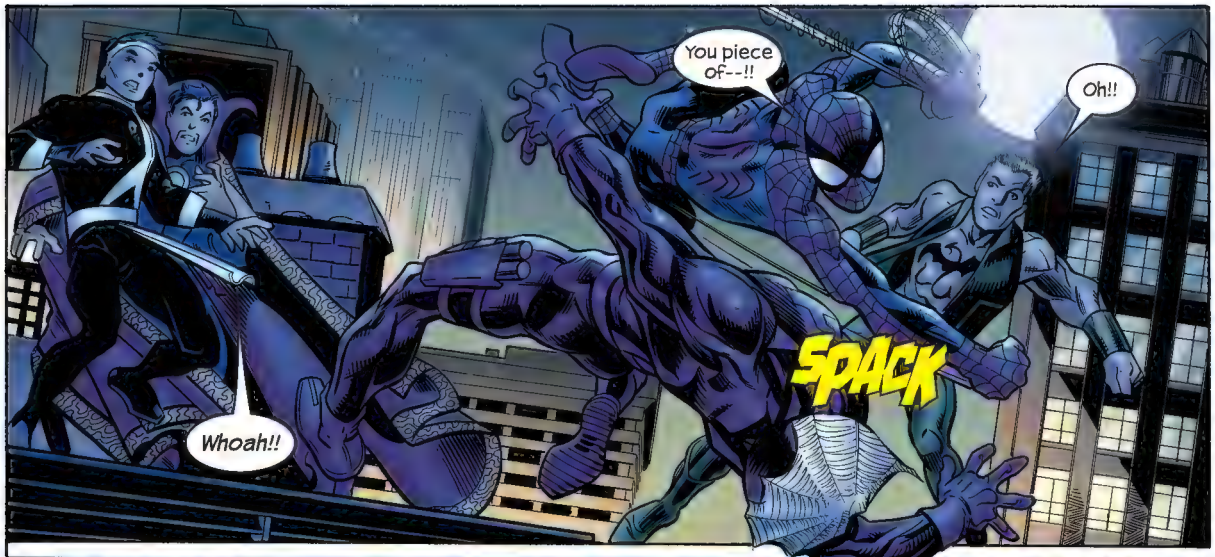
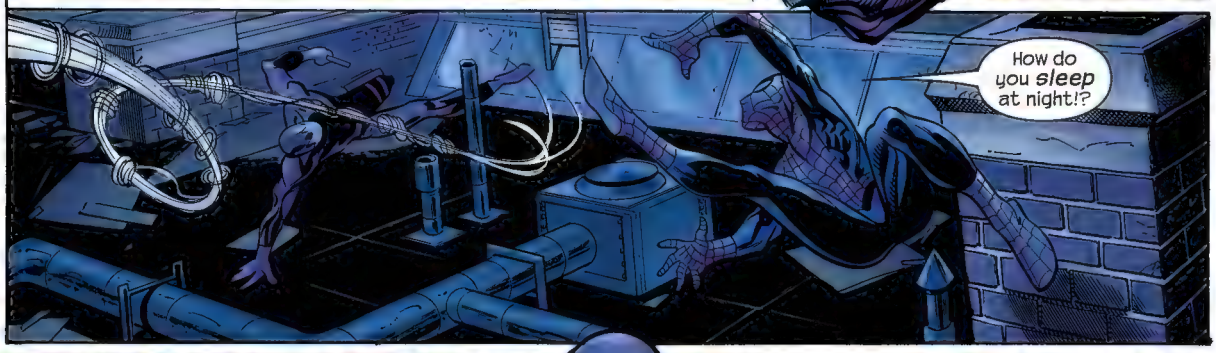
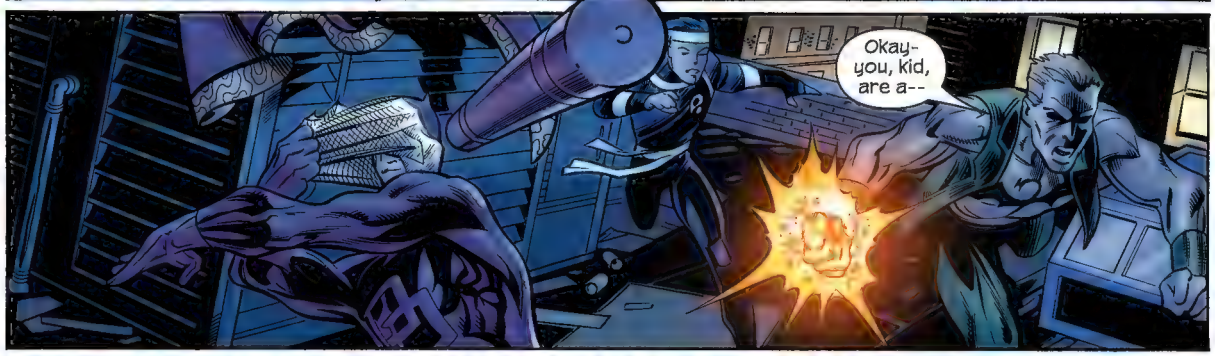
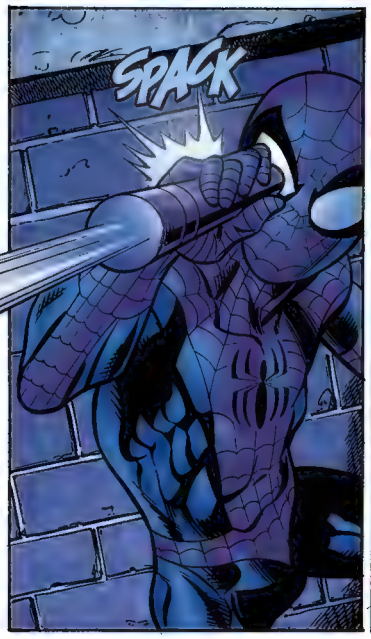

No.
Can you or can't you?
No. I can't!
I could mystically transport inside, but I don't know what's behind there and I could accidentally transport inside a wall or- or a person.
I *could* enter the astral plane but I need twenty minutes of meditation to--

Okay okay!!
Guess we'll have to open it.
Guess so.

Are you--?
Get ready.

What is it? What do you see?
The Kingpin knew it was Moon Knight. He beat him pretty bad.
How did he--?
Spider-Man sold him out.
No. The kid wouldn't *do* that.
He's just a kid. The Kingpin had him.
No. He wouldn't.
Where does the trail lead?
It stops here. They got in a car and left. I can't follow it.
But they left the kid.
(That's so odd.)
Let's get the rest of the group together and make a plan.
I'll go to Queens, see if I can find the kid.

Okay.
We need to find Spider-Man.
Do you know where he lives?
No, Shang-Chi, I do not.
How'd you find him *last* time?
He's not there now.
If they killed him...
It's our fault. Yes, that's what I am saying.
Wait- *what?*
How is it *our* fault? We didn't do anything. Kingpin is the bad guy.
I'm Catholic.
I feel guilty.
I just don't understand this Moon Knight guy--
Well, he does dress up as the *moon!*
Let's not all be *so* surprised he isn't all that stable.
And let's not start holding up *that* mirror, shall we?
"Iron Fist."
What we need to do now is--
THWACK

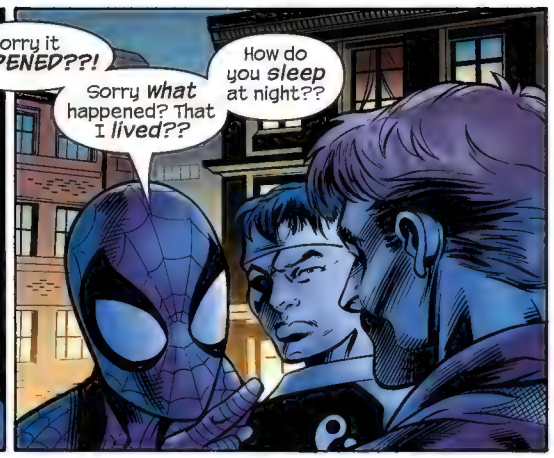

You piece of--!!
Oh!!
SPACK
Whoah!!

How do you sleep at night!?

Okay- you, kid, are a--

SPACK

You just--
CRACK

Seriously!!
How could you??

What is wrong with you??
There's nothing wrong with me that throwing him off a subway platform wouldn't fix!
Kid, you better--
How could you??
How could you go so out of your way to be such a piece of garbage??

I'm sorry this happened. It wasn't what I meant to happen.


Sorry it HAPPENED??!
Sorry what happened? That I lived??
How do you sleep at night??

Listen, okay? I had no idea Moon Knight was that much of a renegade!
I had pretty good information on him, and I thought he'd--

I don't care about him!!
Whoah!!
Put him down!!
How could you sell your soul to that disgusting piece of crap, Fisk??

How much did he pay you to screw with us and then sell us out??
I really want to know. How much does it cost to completely lose all sense of self-worth and--??
What?

What are you talking about?
Please!!
I'm going to find out who it is I need to report you to.
I'm going to Nick Fury!! I'm going to- to someone!!
And I'm going to have you locked away!!
"Attorney-at-law!"

What are you talking about??
What are you talking about?

He sold us out, man!!
THIS WHOLE THING IS A JOKE!!
It's "costumed suckers on ice" and it's all for Fisk's fun and games.

I didn't.

He knows all about us!!!
He knows you put us together. He was all over it.
And he told me to tell the rest of you guys to stop it or he's coming after you all next!!

Me? No.
I get a pass because he owns my copyright!!
But the rest of you are dead, except for you, who is his lawyer, Matt Murdock.
Stop it!!
He knows- he knows who I am?

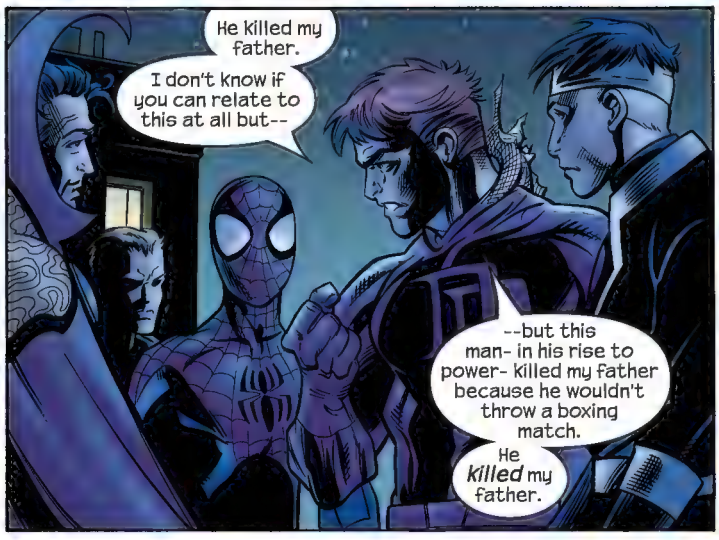
He told you my name is Matt Murdock or you told him??
This is important!! Did he tell you my name or--??
Stop it!! Stop it!!

FABOOM

Whoah!!
What was that?!!
My law office.
What?

Let's go!!
There's no one there.
It's closed for the night. Everyone went home.
Let it burn.

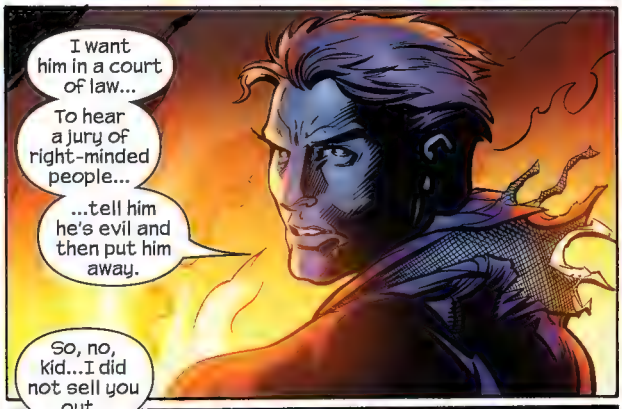
But--
The fire department is on its way.
I'm not going to run around my office screaming at the wind.
Because that's *exactly* what he wants me to do.


He killed my father.
I don't know if you can relate to this at all but--
--but this man- in his rise to power- killed my father because he wouldn't throw a boxing match.
He *killed* my father.

I brought you here to help us climb a mountain that we as individuals cannot climb.
I want, before I die, to have done one thing...

To bring him to *justice.*
Because that is the *only* revenge that will *mean* anything.
He doesn't *believe* in justice *or* the law.
He doesn't believe he can be punished.
He believes he is *allowed* to do what he is doing.

And as much as I want to wrap my hands around his throat and watch him die...
It won't *mean* anything.


I want him in a court of law...
To hear a jury of right-minded people...
...tell him he's evil and then put him away.

So, no, kid...I did not sell you out.
He told you- I *think* he told you that so you'd come over here and sock me in the face.
Another little win for him.
Well, he knows who you are and he knows what you've done.
So somebody told him something.

Moon Knight did.
Well, I don't think he and the Kingpin were in cahoots, as he spent the better part of my homework time beating the guy in front of me.
Doesn't mean he didn't betray *us.*

Trust me, me and that Moon Tard are going to have some words, but I don't think he did it.

What?
Did you tell him how my powers work?
What?
Fisk. Did you- oh, that's right...
You don't *know* how my powers work.
You don't know I can hear your heartbeat and feel your body temperatures fluctuate.
You can?
I'm a human lie detector, Danny Rand.
What did you tell the Kingpin...
EXACTLY??
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
110
ULTIMATE KNIGHTS: PART 5
MARVEL
BENDIS
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Time's up, freak.
This really Moon Knight?
Yeah. Big whoop.
It's my first super-hero pop.
Big whoop.
It *is* a big whoop.
Mmmhhhff!!
It ain't exactly *Captain America.*
True.
But *still.*
The rep points on this has gotta be *huge.*
You shouldn't care so much what other people think.
BLAM

Just leave him there?
Kingpin wants him in the costume, in the river.
It sends a message.
To who?
To the other guys in the costumes.
What's the message?
Find another line of work.

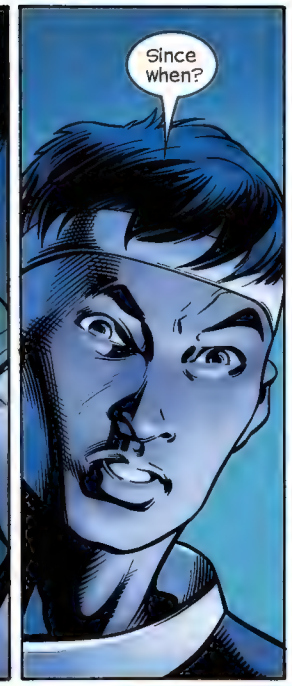
It's *my* fault, Fisk.
I should have known you would push them too far.
You can't *help* yourself.
What happened?
What *happened?* You turned your *cards* over!!
You let them know you had a man on the inside.
What did they do?
What did they *do??*
You blew up Matt Murdock's law office right in *front* of him.
There's only *five* of us in the group.
And it wasn't Moon Knight and it wasn't Spider-Man.
How *hard* do you think it was going to be to figure out who sold him out??
"How exactly did he know it was you?"

I have senses!!
I can hear your heartbeat!! I can smell your sweat!!
I am a human lie detector and you are lying!!
You're wrong, Daredevil!! I'm telling you, you're so wrong!!!
Shang-Chi, you don't know what you're--
I've known him for years.
Dude, just everyone calm down and--
Agh!
Don't!!
SPACK
Agh!
Shang-Chi, I'm telling you, he turned on us and I can--
ARGH!!

Everyone needs to calm down! Okay? I mean, come on...
Danny, why does he think you could *possibly*...?

Danny?
I brought you to this.

I have a daughter.


Since when?

I have a kid with a girl named Colleen.
Kingpin found out. Had some goons visit her day care.
They pinned a note on her for me to come see him.

How would Kingpin know you had a kid when I didn't?
He has extensive files...on *all* of us.
He's digging. He's out to get us as much as we were out to get him.
Through *you*.
And now he's *gotten* to us.

Through me.
So, yes, I went to him.
But I *was* going to kill him. I was.
I imagined it in my head. I- I was so *sure* I could do it.

But- but I couldn't...
My kid. Jail. I couldn't go to jail again.
I couldn't be someone's father and in jail.
I couldn't risk the life of my child. He had me.

You told him my name!!

Yeah.
I picked the life of my daughter over yours.

And you told him our plan. And you told him about Moon Knight. And you had Moon Knight *killed*!!
We don't know he's dead.

Did you tell him *my* name?

I don't *know* your name.
You *didn't* tell him my name.
I don't *know* it. But I'll tell you- he wants *you* worst of all.
Shang, my daughter!
Shang!!
So kill me. Beat me up.
I won't stop you.
I won't stop you.

He didn't kill you??
I would have killed you.

No.
He- he gave me another chance.

Yeah?

He wanted me to come here...
And distract you.

Daredevil said--

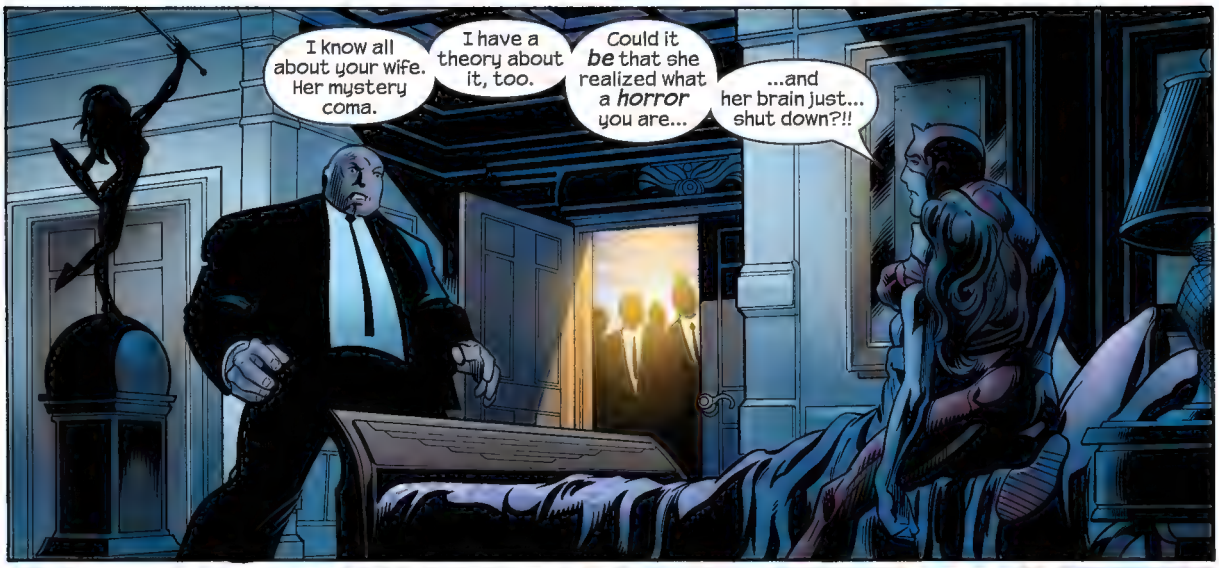
"He said you took something from him. You took his home.
"He- he said he was going to take away yours."
What are you going to do?

What?
Is- is he going to blow up the building?

TUM TUM TUM
Follow him!!
BACK HIM UP!!
FOOM FOOM FOOM

We're dead?
We're not dead.
If we were dead, we'd be dead.
We're in his head. We would not be here talking if we were dead.
We were shot in the head.
I'm not saying we're in good shape.
I'm saying we're not dead.
Get up!!
Stop it.
Get up!!
Move!
Oh my God!!
GET UP!!

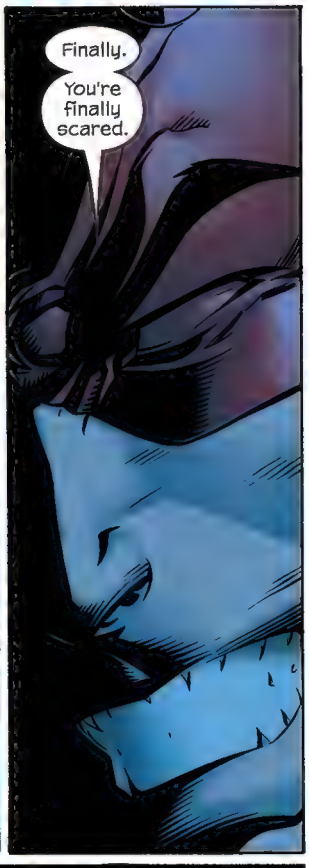
GAAAGGHH!!
Coff!!
Cofff!!
AAAGGHH!!
Guh!!
I guh!


I know all about your wife. Her mystery coma.
I have a theory about it, too.
Could it be that she realized what a horror you are...
...and her brain just... shut down?!!

Stop.

Or what? You ruin me?
You pushed me to this.
You!!
I could snap her neck. I could do it before you even get halfway to me.

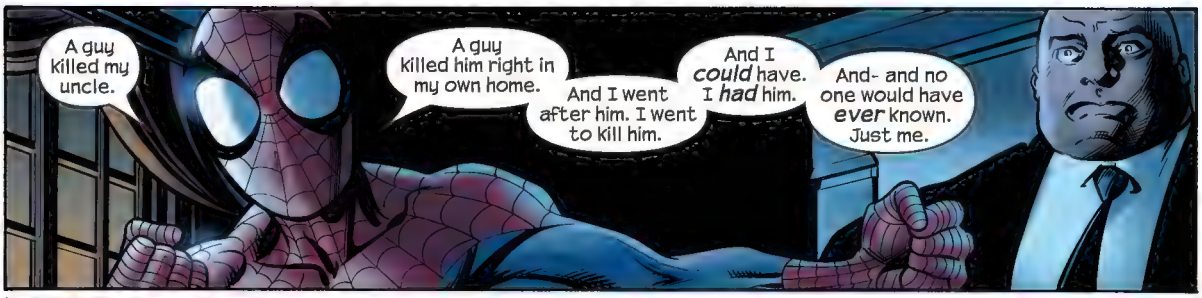
I believe you.

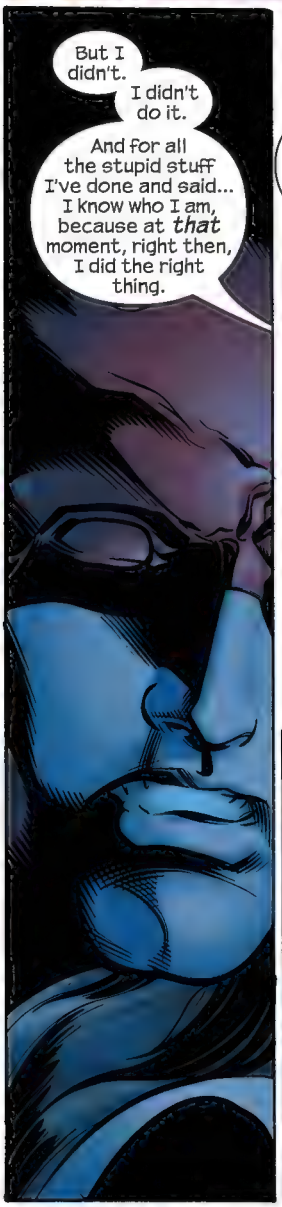

Finally.
You're finally scared.

So let's figure out what we're going to do here.

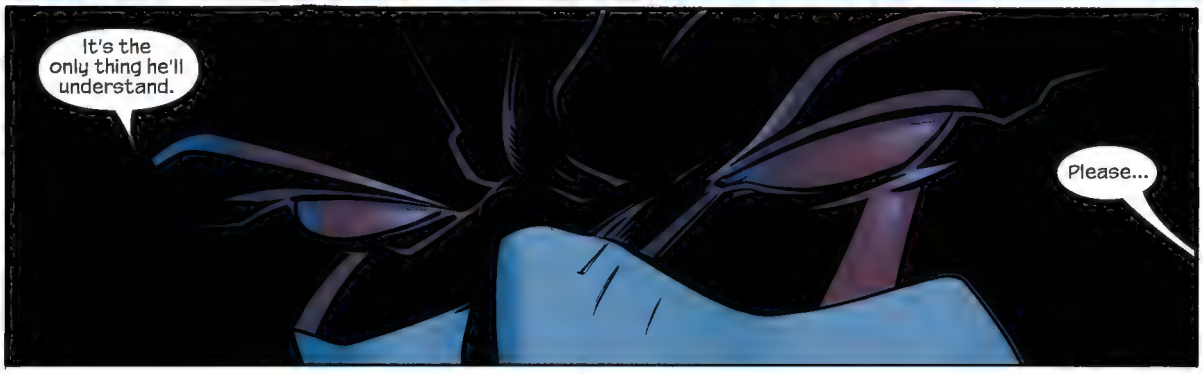
I have to kill you now.
You know who I am.
I have to kill you.

You don't.
Kid, I told you to go home!!
I don't ever do what you tell me to- why start now?
Kid!
I can't let you do this, man.
This is it. Can't you see that? This is it!
I know this feeling. You've got nothing to lose. You think you have nothing to lose.
But I'm telling you, everything you've done 'til now, it doesn't matter.
This is when you find out if you really are who you think you are.
And, hey, let me tell you, you're mean and you are crazy, but you're not this guy.
He's going to kill my friends and family!!
And you're not him.
And that is a sick, helpless woman.
A sick, helpless woman who married him, so how much of an angel do you think she really is??!!


A guy killed my uncle.
A guy killed him right in my own home.
And I went after him. I went to kill him.
And I *could* have. I *had* him.
And- and no one would have *ever* known. Just me.

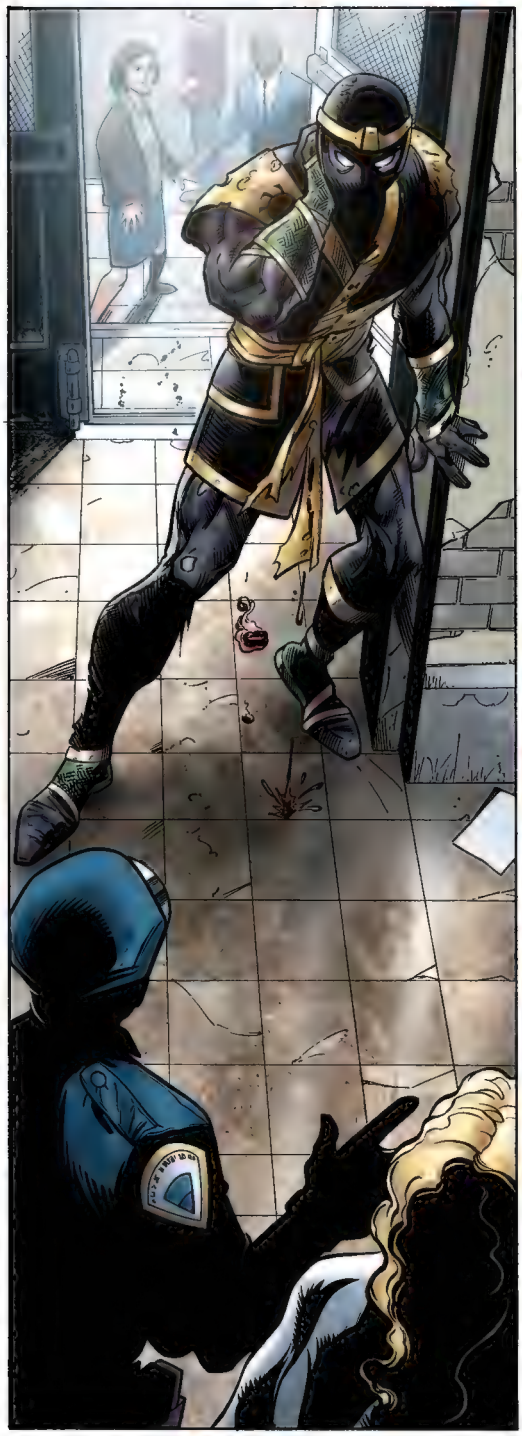

But I didn't.
I didn't do it.
And for all the stupid stuff I've done and said... I know who I am, because at *that* moment, right then, I did the right thing.

I'm a big *fan* of yours. You *know* that.
And I *hate* this fat tub of fatty with every fiber of my being...
And I am telling you... if you do this, it's over.
You can't take it back.


It's the only thing he'll understand.
Please...

It was just business.
Don't- don't make it personal.
Boy, you really don't know when to not talk.
What do you want?
Tell me what you want.
Give yourself up.
He won't do that.
No, you're right.
Without evidence, without witnesses to a crime, it would be an empty gesture.
You leave the country.
Tonight.
For good.
Get in your chopper and take your blood money and you never come back.
Just like you did the last time your world came crashing down.
Yeah.
You leave!!
Take her and you leave.
You leave.
And you know what?
If you don't, and if anything happens to him...
I sic Nick Fury on you.
And you know I can.
You can?
I absolutely can.
And he knows it.

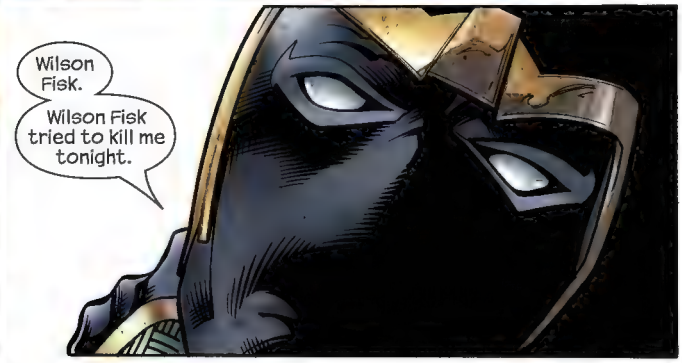
Listen to me, Captain, I say we go down there and we--
And what? Arrest the Fantastic Four?
Yes!!
Oh my God!!



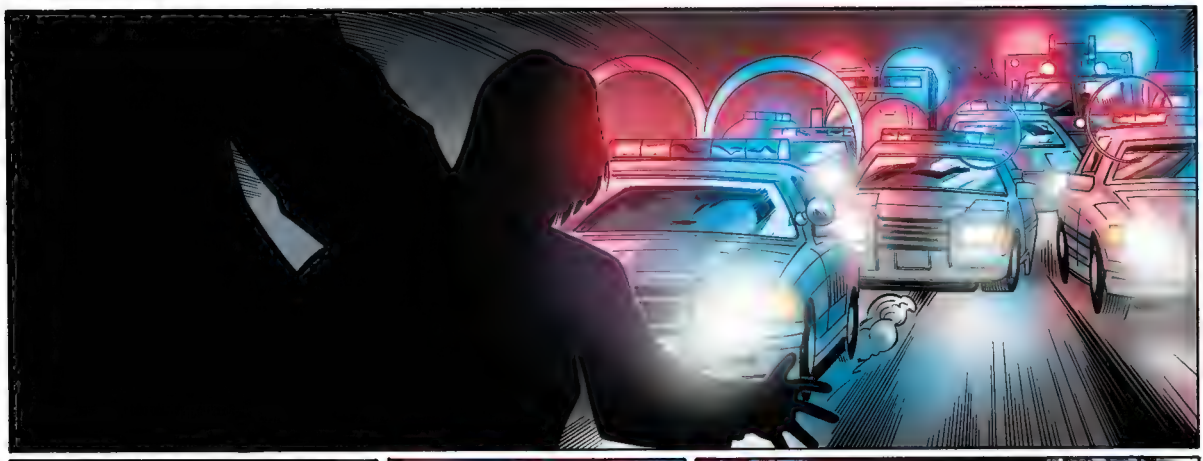
Whoa, Nelly!!
He's unarmed!!
You jumpy #$%#ers!

My name is- is Marc Spector.
And Steven Grant.
And... Moon Knight.
The Kingpin- Wilson Fisk beat me and- and had me shot.

The Kingpin??


Wilson Fisk.
Wilson Fisk tried to kill me tonight.

I just don't understand- you're surrendering? You're leaving town?
Then who's going to--
I'm getting my Vanessa out of this country, like I should have done a year ago!
And while I'm gone you'll have Murdock *killed!*
In his sleep, on the courthouse steps...I don't *care!!*
I want that Doctor "Strange's" hands broken.
And I want you to *blow* up that high school Spider-Man goes to and I want you to *blow it up* while class is in session.
I-I-I know you're mad...but a school full of children?
While class is in session.
You hire the *best* guys out there.
I want the *pros.* I want this done with *precision.*
I- I understand.
They came into my *home!!* They touched my *wife!!*
I understand.
#$%@!!
What's that?



Wilson Fisk!!
Yes?

You're under arrest!!

For what?
Attempted murder!!
That is--
Who did I murder??
Steven Grant, a.k.a. Marc Spector.
I don't know who that is!!

MOON KNIGHT!!

What?? You have- I don't know who that is.
Well, he knows who *you* are!!
You're under arrest!!

Wait, he's still alive!!??

KINGPIN BUSTED
WALK OF SHAME
DONE!
SON FISK, THE SO-CALLE
MSNBC
CNN
AMATEUR FOOTAGE
NEWS 1
NYPD PRESS CONFERENCE
KINGPIN IS DONE!
Following a police lineup where Wilson Fisk was properly identified by Steven Grant as the man who severely beat him and ordered his execution--
The "Kingpin of New York" was arrested on numerous counts, including attempted murder, battery, assault, extortion, and racketeering.
Never in the history of this city has a costumed hero come forward like this, and given up his secret identity in the cause of justice.
As of right now, Fisk is in jail.
Bail has been denied, as Fisk was arrested trying to charter a private plane out of the country.
This isn't the first time serious allegations have been made against Wilson Fisk and his rumored crime cartel that has allegedly held a stranglehold on the city.
Of course this is all speculation and hearsay, but what we do know tonight is that Wilson Fisk has been arrested and charged, and is in jail.
We are still trying to find out exactly who this Moon Knight is and we will report to you the mysterious events that led up to this landmark arrest.
But for now we know that a hero has stepped forward...

...and a criminal has been brought to justice.
LAR GEN
SPIDERMAN
YOUR
SPIDERMA
SUPE
SPIDERMAN
Next: THE TALK

ULTIMATE
SPIDER-MAN
ISSUE
111
THE TALK
MARVEL
BENDIS
BAGLEY
IMMONEN
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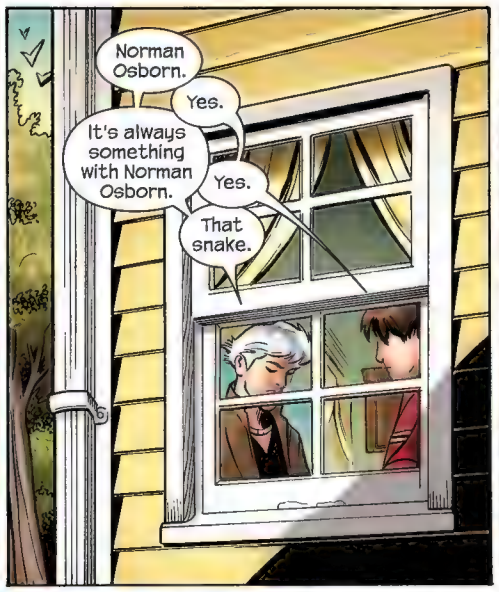
Ta-daa!!
Well!!
There it is, Aunt May.
A brand-spankin' new Parker home, in the lovely (and completely underrated) Forest Hills, Queens.
That is so odd.
What?
They fixed everything. They fixed the broken shutter.
Was it broken?
You were supposed to fix it.
With what?
They must really like you.
If they liked me, they wouldn't have helped trash our house to begin with.
And who are "they," exactly??
Oh, uh... S.H.I.E.L.D...Supreme Head of something...I have no idea what it stands for. But--
Oh my God, this is a terrible color.
Holy crap, they packed the place full of food.
Language.
Sorry.
So, we should talk.
Yeah... I guess.
Sit.

This isn't *too* awkward.
I was hoping it would just come naturally but it's just hanging there.
Over our heads.
Yeah.
So... you're Spider-Man.
Yep.
A spider bit you and gave you spider-powers.
Yeah. Well...
It was a genetically *altered* spider.
I thought maybe I didn't hear you right, in all of the chaos of the night.
Oh, you-yeah...
You *heard* me.
Spider-powers from a spider--
Oh! The spider that bit you on that field trip.
When we had to go to the hospital.
Yes.
And they couldn't figure *this* out at the hospital??

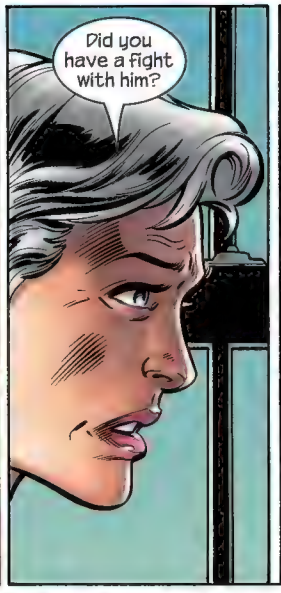
Norman Osborn made some wacky drug and put it in a spider.
The spider bit me.


Norman Osborn.
Yes.
It's always something with Norman Osborn.
Yes.
That snake.

Yes. Well...
Then he tried to do it to *himself* and he turned into this green goblin-y thing.

Then he turned Harry into this orange goblin-y thing.
Oh my God!
And *that's* why he's been in our lives??
Yes!
That you should have told me.

By the time I knew what was going on, he was taken away. It was all over.
Poor Harry, though, huh?
I really miss him.


Did you have a fight with him?

Yeah. Both of them. I hated it.
But, Norman, he's kind of *obsessed* with me.

And you "*fight*," fight?
You beat people up!?

Only...bad people.

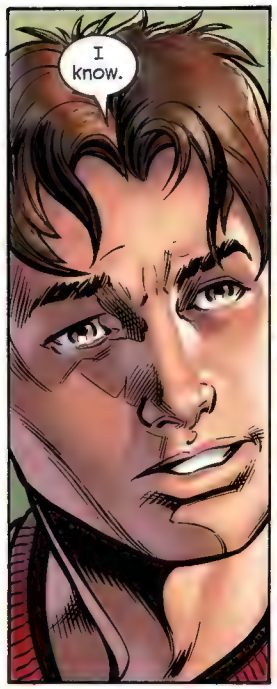
But still.
The violence...

There's bad people out there.
I wish there weren't, but there are.

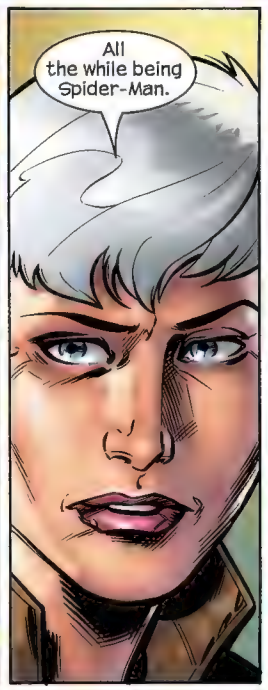
You know, you *have* to finish high school.

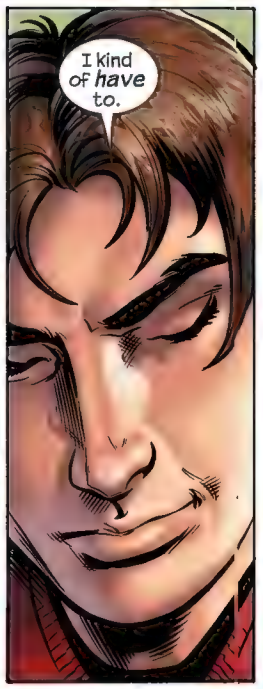
I know.

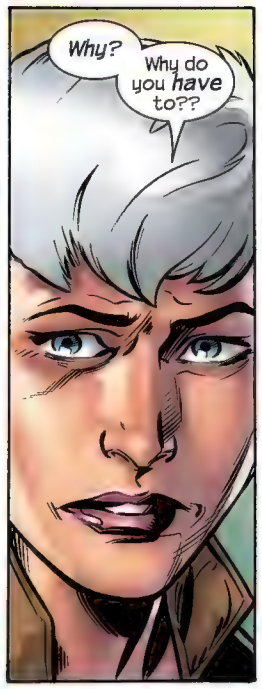
You *have* to!
It's *so* important.


I know.

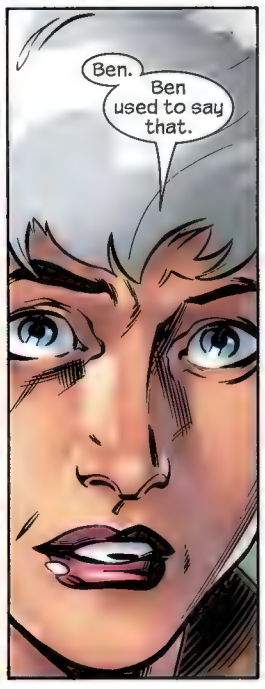
After that, you'll be an adult, and then it's up to you whether you--
Aunt May. I'm going to high school. I never miss a day.
(Almost.)
I'm going to go to college and I'm going to be a genetic and chemical engineer and I'm probably going to get a doctorate in both fields.


All the while being Spider-Man.

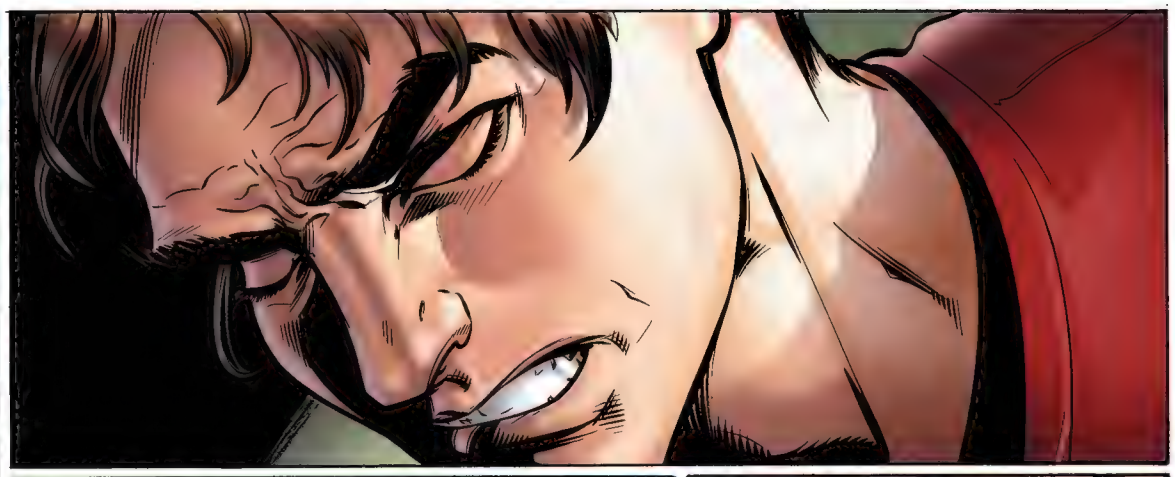

I kind of *have* to.


Why?
Why do you *have* to??

Because with great power, there must also come great responsibility.


Ben.
Ben used to say that.

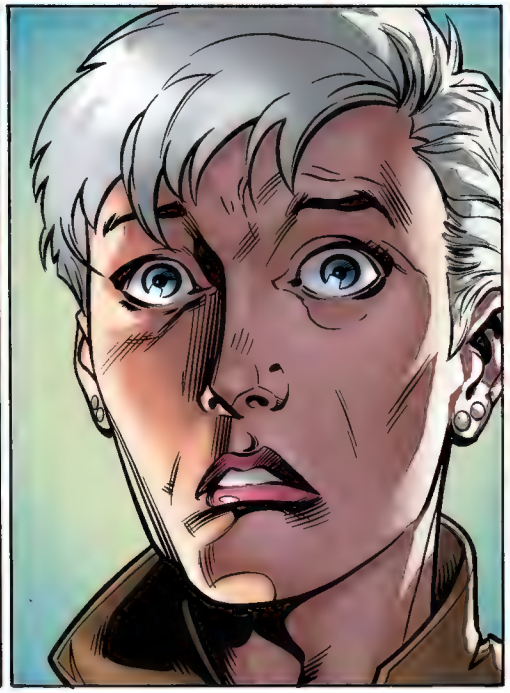
I know.
He said it to me.
(Just before he died, actually.)



Aunt May...
It's- it's my fault Uncle Ben died.

The guy who killed him--
I saw the same guy that night, robbing- and I didn't stop him.
He- he was right there.
But I let him go.

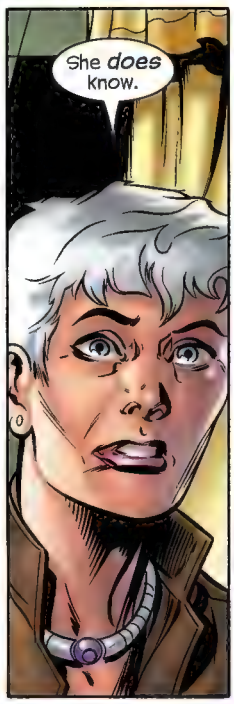
The next thing he does is kill Uncle Ben.
He shot him.
And- and I didn't stop him.
I - I could have stopped him.
So easily.
I could have.

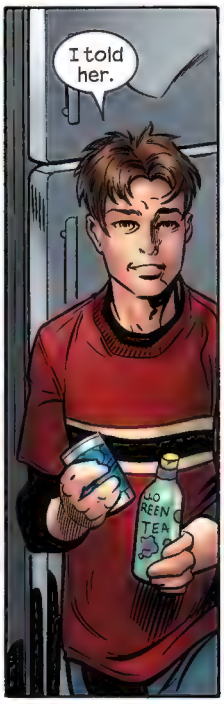


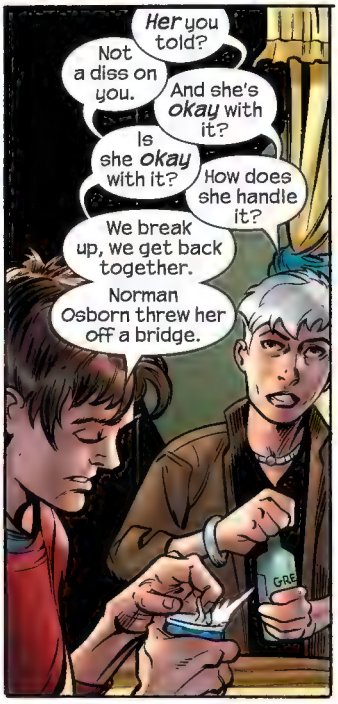
And that's why you're Spider-Man? Because--
Because with great power--
Because you think it's your fault Uncle Ben was shot and killed?
I could have *stopped* him.
A man kills Uncle Ben.
He pulled the trigger.
Not you.
Not me.
One person.
That man.
No! No, you don't understand.
I just- he was right there--
Sweetie, I've been in therapy about *this* all year.
I blamed myself for it, too. I wanted to buy that house. Your uncle did not.
If we weren't *in* that house, if we bought the one Ben wanted, he'd probably still be here.
But that's not what happened and it's not true.
I know. I know. I know.
I- I just can't help how I feel!!
And- and I do what I do because I have to.
But Uncle Ben - I know - I *think* he would love it.
He would.
He would, right?
He would.
Okay, okay, okay...
How do you find these people you beat up?
(Which I don't approve of, by the way.)
Where did that costume come from?
How do you shoot *web things?*

Originally, I got the costume so I could try and make some money on the pro-wrestling circuit.
What?!!
I know.
It- it sounded like a good idea at the time.
I like the costume. You can't tell who I am.

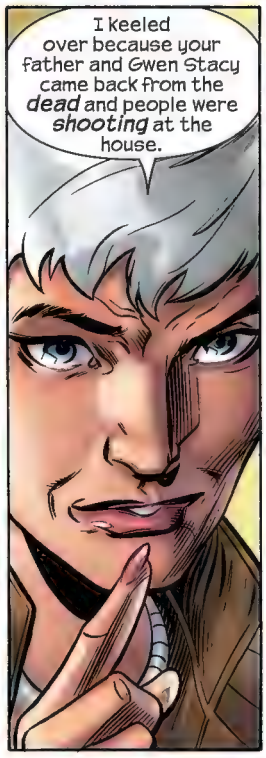
You can't tell anything about me. I can wear it under my clothes.
And you made it?
MJ made the one I wear now.


She does know.

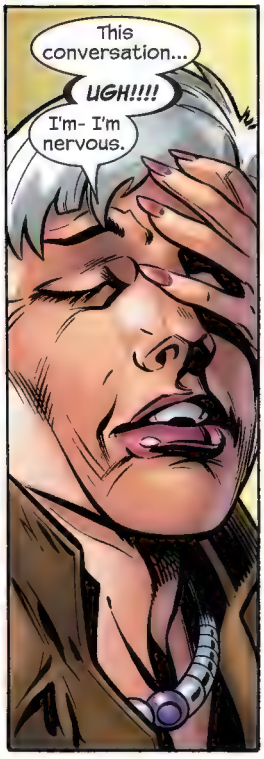

I told her.


Her you told?
Not a diss on you.
And she's okay with it?
Is she okay with it?
How does she handle it?
We break up, we get back together.
Norman Osborn threw her off a bridge.

What?
And that's why I didn't want to tell you!
It puts you in danger. It makes you an accomplice.
I didn't want to make the same mistake I made with her, with you.
And when I finally did tell you...you keeled over!!


I keeled over because your father and Gwen Stacy came back from the dead and people were shooting at the house.

Well... true.
But still.
(By the way, those weren't really them.)


This conversation...
UGH!!!!
I'm- I'm nervous.

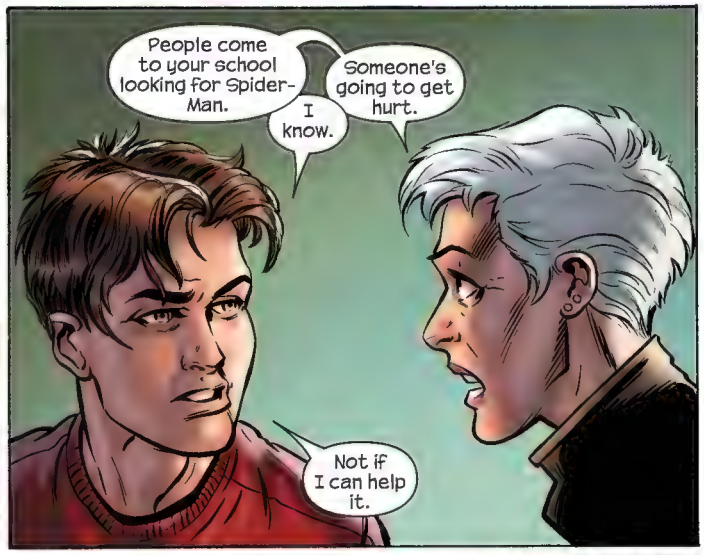
Maybe we should stop for a while and let you--

No, no, I'm just excited.
This.
I have to tell you. This is such a *relief.*
It's like the world's gone to- to full color.
Now I *see* everything. Now I see how everything is connected.

Sure.
You don't know this but I- I was kind of obsessed with why this Spider-Man was so close to my life.

Why was Spider-Man always in this neighborhood?
Why was Spider-Man there when Ben died?
Why is he at your school??
And now I see it's no mystery, it's just how unbelievably *careless* you are.

It's not *careless.*
It's just, crazy stuff happens all the time.


People come to your school looking for Spider-Man.
I know.
Someone's going to get hurt.
Not if I can help it.

How do you do this??
Tell me how you go from little Peter Parker to this Spider-Man.
How do you know when to be Spider-Man?

PETER PARKER: Well, um, well... I can tell you what happened today.

AUNT MAY: ***Today?!*** You were being Spider-Man ***today,*** before you came and got me from the hospital??

PETER PARKER: Well...yeah.

AUNT MAY: I thought you were ***working!***

PETER PARKER: I was. I was at the *Daily Bugle.*

AUNT MAY: You ***do*** work there.

PETER PARKER: You've ***seen*** my paycheck. I ***do*** work there and it's a great job. I ***love*** it there.

There's always something really intense going on.

And- and- and smart people arguing about morals and ethics and integrity that most of them feel they have to ***not*** live by, or the paper will fold.

I love it there. I'm serious. If it wasn't for science, I so could see myself being a journalist.

AUNT MAY: Maybe you ***will*** be one.

PETER PARKER: Maybe. But the ***other*** thing I love about that place is that it's this ***hub*** of information for me.

Anything going on in the city...***anything.*** And the paper knows about it in two seconds.

A bank robbery, a monster tearing up Times Square, vampires...

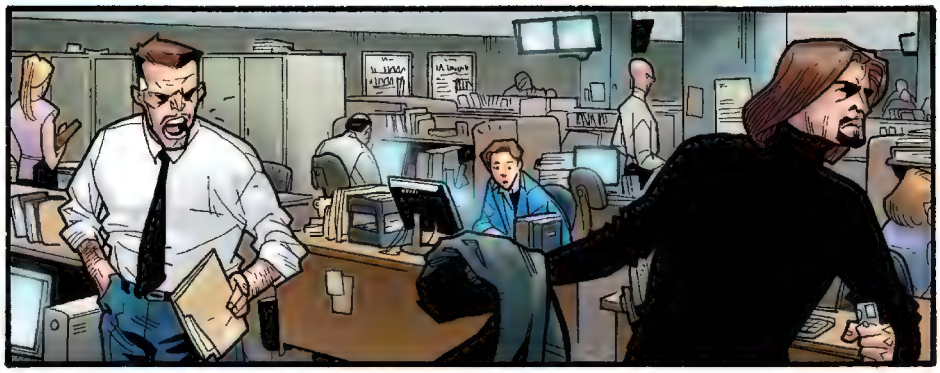
AUNT MAY: ***Vampires??***

PETER PARKER: What***ever*** is going on, I know all about it.

And the place is so huge that I can sneak out and try to do something to help without anyone really ever noticing I'm gone.

Most of the time I get there before the cops.

And a lot of the time ***I'm*** in and out of there before the reporter who got assigned the story can even physically ***get*** across town to get to it.



PETER PARKER: Today's adventure was about someone flipping out in an industrial complex, and there were hostages and all kinds of bedlam of some sort.

But what caught my ear about this was it was happening at ***Roxxon Industries.***

AUNT MAY: What's Roxxon Industries?

PETER PARKER: Exactly! They're a pharmacological-industrial-conglomerate-complex, and every fourth time I've had to put my costume on in the last five months, it's been about ***them.***

Either someone's trying to ***assassinate*** the guy who owns Roxxon, or a big, flying birdman is trying to ***blow up*** Roxxon, or some silver lady gets hired by Roxxon to find me.

It's all this ***Roxxon*** stuff.

And I don't know why!!

I don't know what's going on or who exactly is involved, all I know is that this Roxxon company is always at the center of shenanigans!

AUNT MAY: What do you think it is??

PETER PARKER: I think that the rich people who own Roxxon are up to shenanigans and getting away with it because everyone is so focused on Norman Osborn and Otto Octavius that no one is paying attention to Roxxon.

Or Roxxon paid a bunch of people to look the other way.

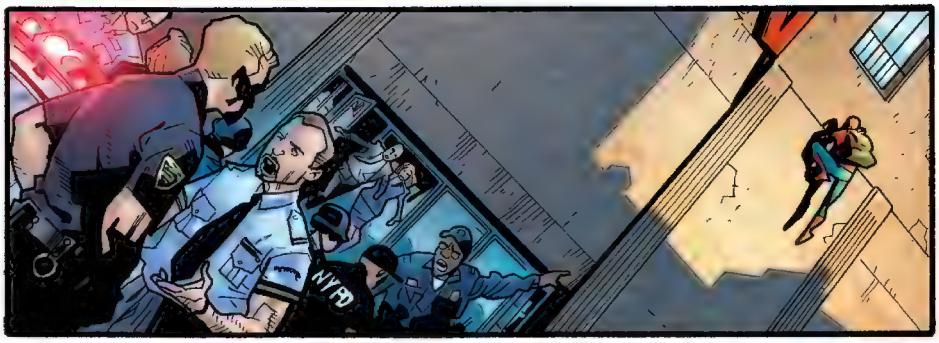
Or that Roxxon is in cahoots with our government and getting a free pass.

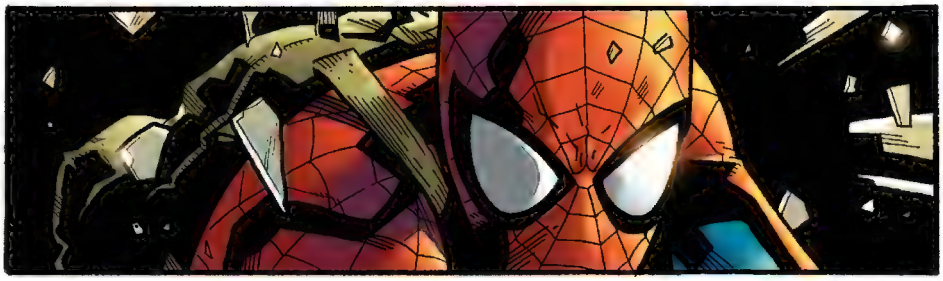
But what matters is they're up to shenanigans and people are getting hurt.

By the time I got across town, it was already bedlam there, chaos...

Cops, fire trucks, people screaming. The media was blocks away...

I didn't know what I was diving into, but I knew there were people in there and...





PETER PARKER: Honestly, I didn't know ***what*** I was looking at.

AUNT MAY: What happened?

PETER PARKER: Well, first the place was just trashed. People were screaming.

And in the middle of this gorgeous, high-tech laboratory, that was ***so*** trashed it hurt my young scientist heart, was this guy who was made out of- of ***floating black-and-white.***

AUNT MAY: I don't understand.

PETER PARKER: I don't know how else to describe it. There were these floating ***spots*** of black all over his body.

And- and his body seemed- I don't think he was wearing clothes.

All white, chalk-white, with black spots cascading and moving over him and into each other like a human-lava-lamp kind of thing.

It was freaky. He was a man made up of spots.

AUNT MAY: So you just ***hit*** him.

PETER PARKER: Well, no, first I tried asking him what was up, but my spider-sense went off.

AUNT MAY: ***Spider-sense??***

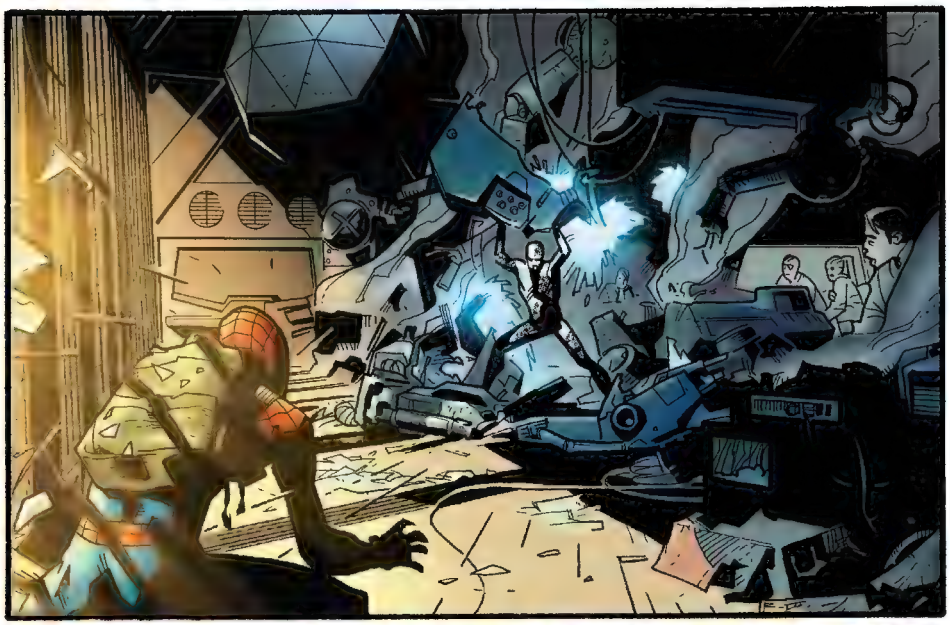
PETER PARKER: Oh yeah. I have a ***sense.*** A- a buzzing- it warns me there's danger.

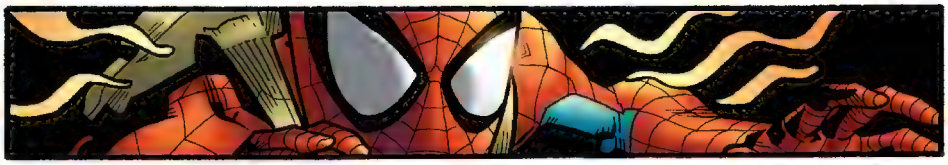
It helps me dive out of harm's way.

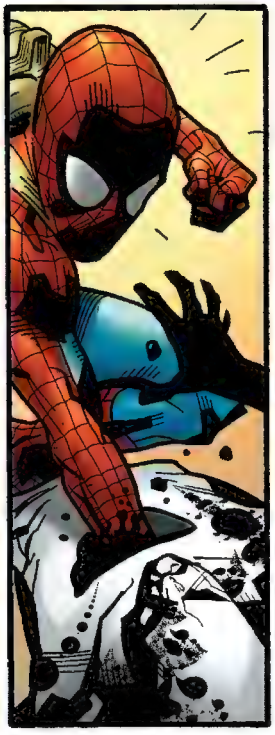
And it ***went off,*** which meant *"game on."* So I tried to put a stop to it before it all went crazi***er.***

AUNT MAY: And--

PETER PARKER: And that's when things got crazier.







PETER PARKER:
These spots.

These black spots.

He controlled them and they seemed to be maybe little black holes, or little doors of antimatter, or little--

I don't know- he could toss black spots onto things and push objects and himself through them.

AUNT MAY:
I- I can't even fathom what you're talking about--

PETER PARKER:
I know. I know. That's my point.

You'd need to be a genius doctor of particle physics to even know the terms that describe what was ***happening*** and how they ***defied*** all of those terms and laws.

AUNT MAY:
Black spots?

PETER PARKER:
I'm standing ***here*** and- and he's standing all the way ***over there*** and I'm trying to find out what is happening and all of a sudden I'm being punched in the back of the head...by ***him!***

AUNT MAY:
What?

PETER PARKER:
Yes, by the same guy, he's over there, and he's punching me like he's standing right behind me.

I was getting ***vertigo*** from it.

Like, the brain's not used to ***seeing*** things like this.

It doesn't know how to register it.

AUNT MAY:
But your spider-sense...

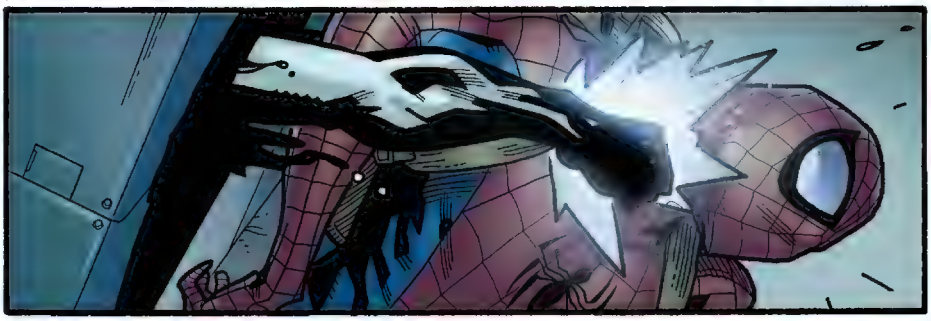
PETER PARKER:
Tells me I'm in danger.

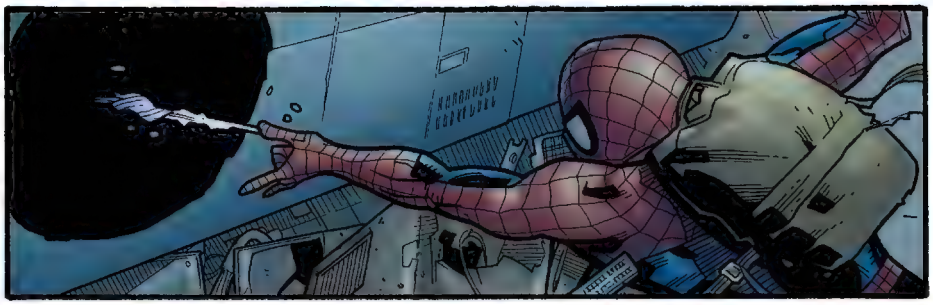
It doesn't tell me exactly ***what*** I'm in danger from.

AUNT MAY:
So he was hitting you, he was hitting you just for trying to help him.

PETER PARKER:
To be fair, he doesn't know what I am, either, and it didn't look like he wanted help.

And I wasn't so much trying to ***help*** him as to ***stop*** him from maybe hurting the people in there.



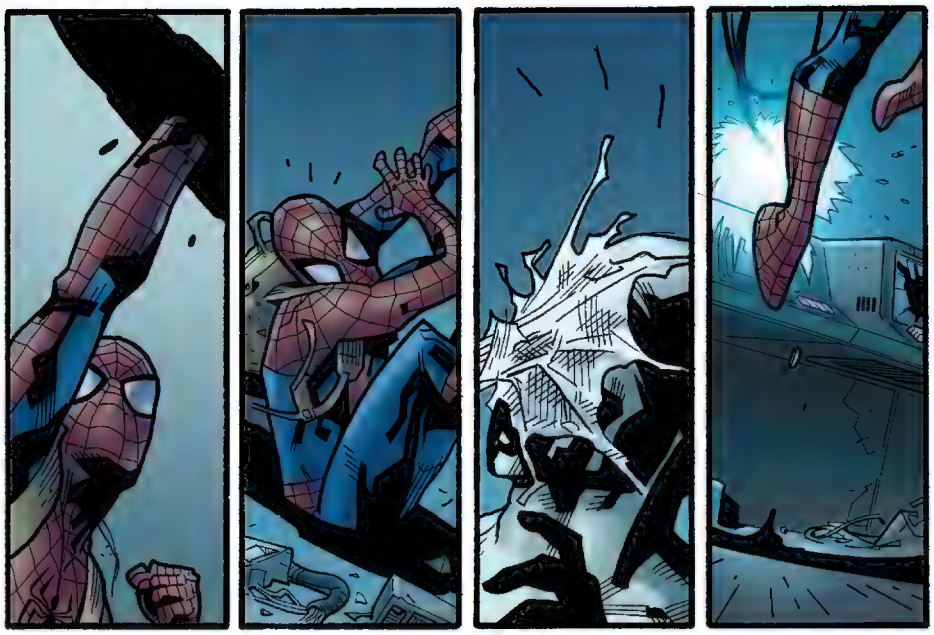


AUNT MAY:
But still- how did he ***get*** that way with the black spots?

PETER PARKER:
I asked.
He kicked me.

AUNT MAY:
So you have no idea what this was about even...

PETER PARKER:
Well, at first I didn't, but there was this nice, terrified lab assistant under one of the tables who kept yelling out things like:



"Frank, please... it was an accident!

"We would never have done this to you on purpose!!

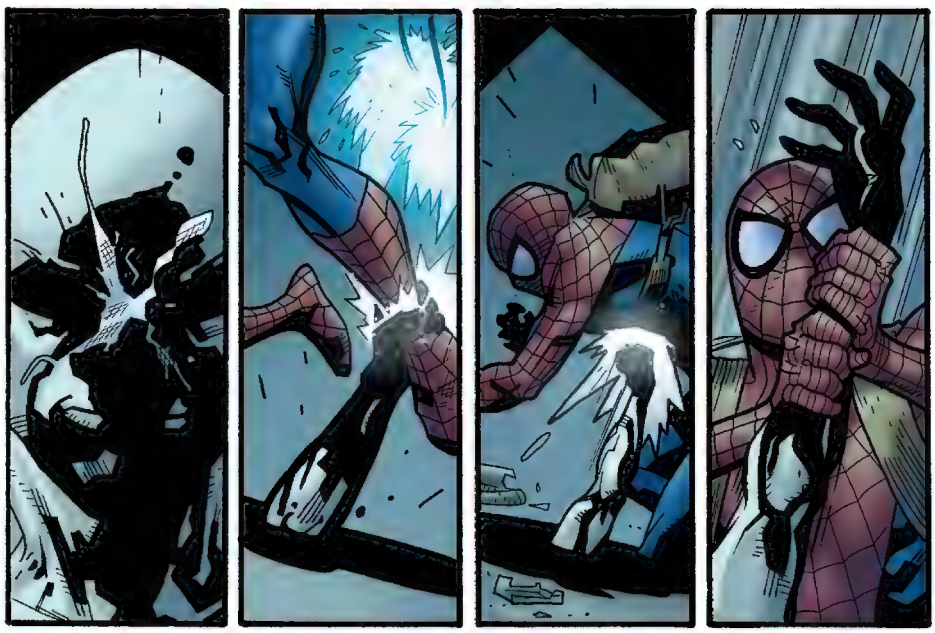
"Please, let's think about the scientific ramifications of blah blah blah..."

So basically they did this to him, or he did it to himself by accident.

Either way, he was freaking out.

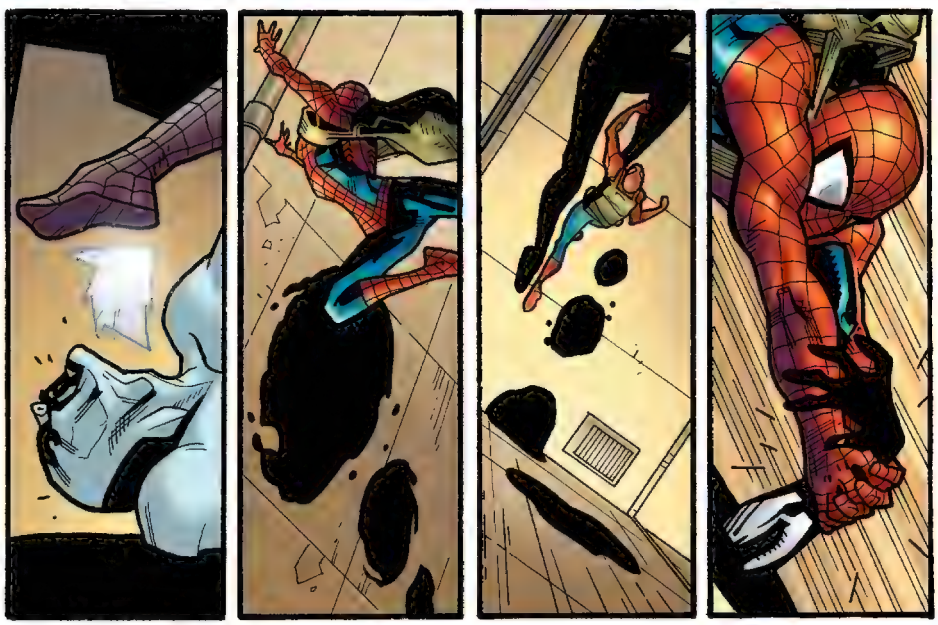
People were in danger.

AUNT MAY:
So you beat him up.



PETER PARKER:
I can tell you're not comfortable hearing about this part...

...so let's skip it.



PETER PARKER:
But I saved the day.

(I guess.)

And as usual, the cops barged in, pulled their guns on me and I ran away.

AUNT MAY:
Why do they pull their ***guns*** on you?

PETER PARKER:
Because everyone is ***freaked out,*** and I'm there in a costume and, hey!!

AUNT MAY:
That happens ***all the time?***

PETER PARKER:
That happens ***every*** time.

AUNT MAY:
They ***shoot*** at you??

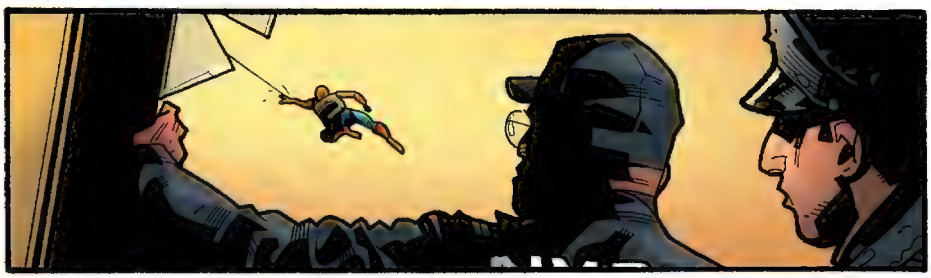
PETER PARKER:
Listen, I'm not trying to upset you--

AUNT MAY:
They shoot at you?? You save them and they ***shoot at you??***

PETER PARKER:
Um, let's save that part of it for another time.

The point is there was this guy who defied all laws of physical space who almost pulled me into a black hole of an abyss--

AUNT MAY:
This is all- what does it all mean?

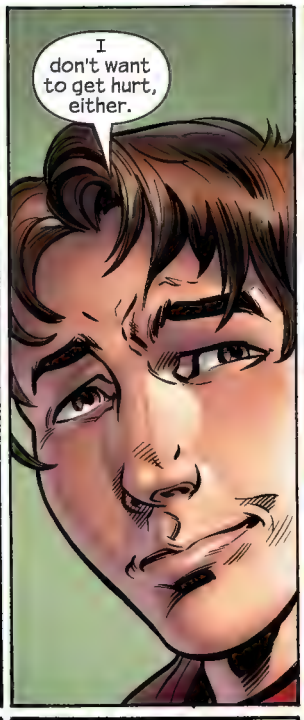


See, that's the question.
At first it's just, there are people in danger. Be the hero.
But...
I think- I think maybe it does mean something more.
Something big.
Spider-Man, Iron Man, Goblins and Punishers, mutants, Daredevils, and Electros.
It all happened so fast.
First there were no super-people. And now there's, like, a hundred...
And a new one pops up almost every day!
Why? Why now?
What for? Accident? Coincidence? Something is happening.
Someone in my class brought this up. He was almost joking- using "Ghostbusters" as his reference point, but...
It really got under my skin.
Maybe it means something, maybe it means something bigger is coming.
Maybe something's about to happen.
What?
I don't know. Maybe I'm too close to it to see it.
Maybe it's nothing.
Maybe this is just the way the world is now.
But if there is something bigger- I just feel that until it reveals itself, the least I can do is help as many people as I can.
Help people just get home at the end of the day.
Does that make any sense?
Kind of.
What are you thinking?

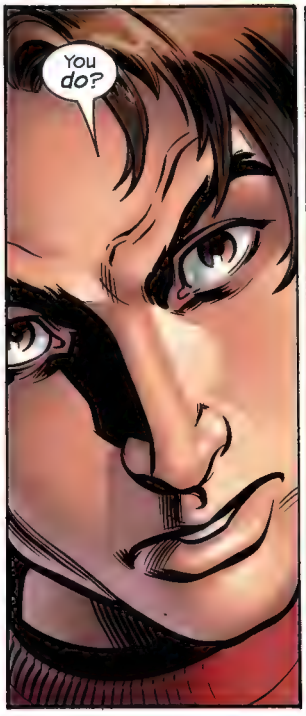
Everyone else has to worry about their kids drinking, doing drugs, stealing a car...
There's no precedent for what I'm going to have to worry about.
Because there's nothing, really, I can do to stop you from doing this.

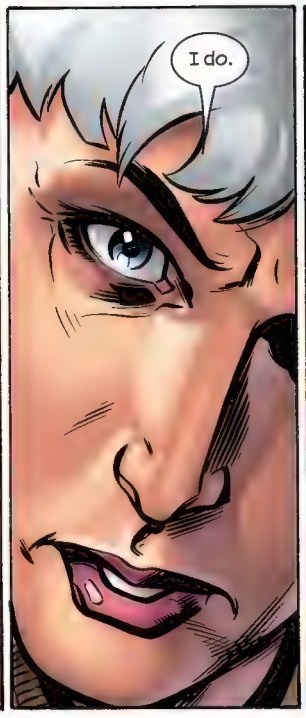
You want to stop me?

I don't want you to get hurt.


I don't want to get hurt, either.

But I know it's good.
What you're doing.


You do?


I do.

I'm not saying it's going to be easy...
...turning on a TV and seeing you in trouble.
Or hearing all the bad things people say about you.

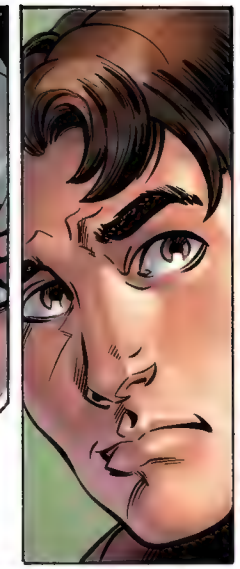
But, and here's the most important thing...

You can't tell anyone.
I know.
Anyone.
I--
Not your therapist. Not your friend, not this guy you're seeing (who I don't even know who he is).
There are people with money who want me dead.
SMITHS GREEN TEA

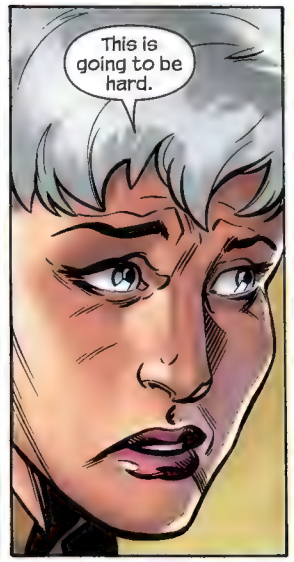
Can I talk about it with MJ?
How did Gwen Stacy die?
Not in front of anyone.

The way I said.
Something came here looking for me and she was just there.
And it haunts me.

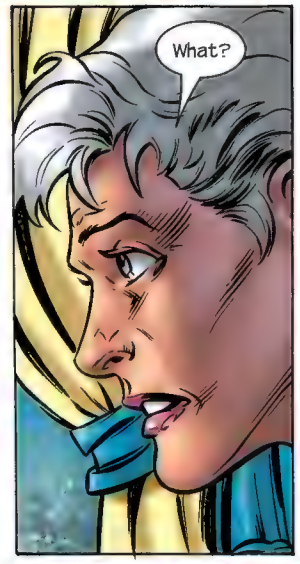
And, eventually, something's coming here looking for me.



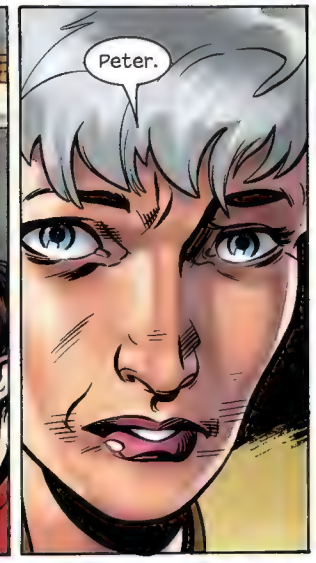
I can't tell Miles?
Who?
The man I'm "seeing"...
(...as you put it.)
On your tenth wedding anniversary, you can tell him.
I hate to be dishonest.
I know.


This is going to be hard.

It is.
And by not telling you, I was trying to spare you...all of it.
So...if you want me to go, I'll go.


What?

You told me- before you had your attack.
You told me to go. I know we're all calm now, but--


Peter.

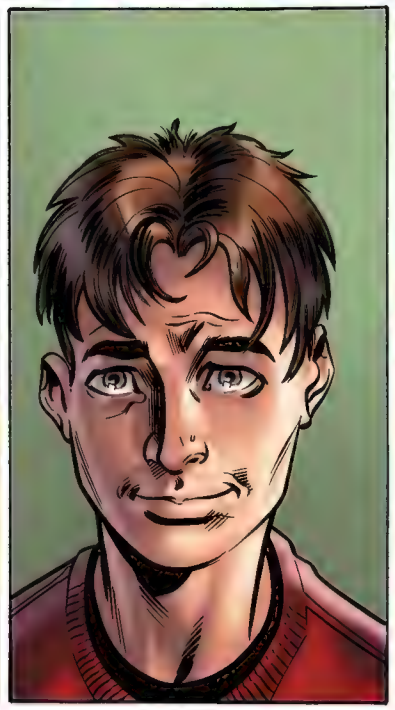
I know we're all calm now and everything...
But you didn't ask for this.
And- and you gave me so much.
If you don't want this in your life, I'll leave.

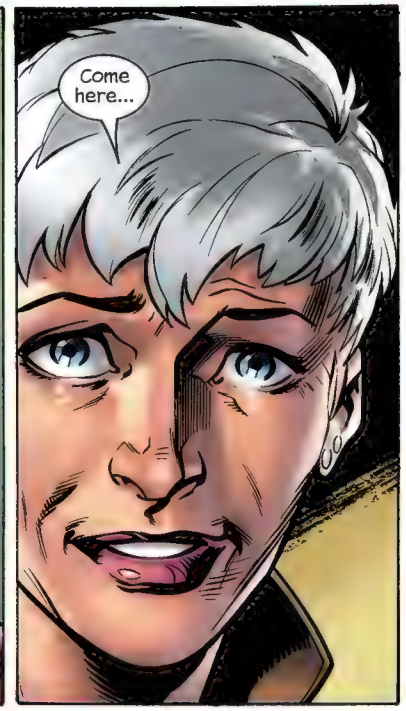
And go where?
I have a job. I'll figure it out.

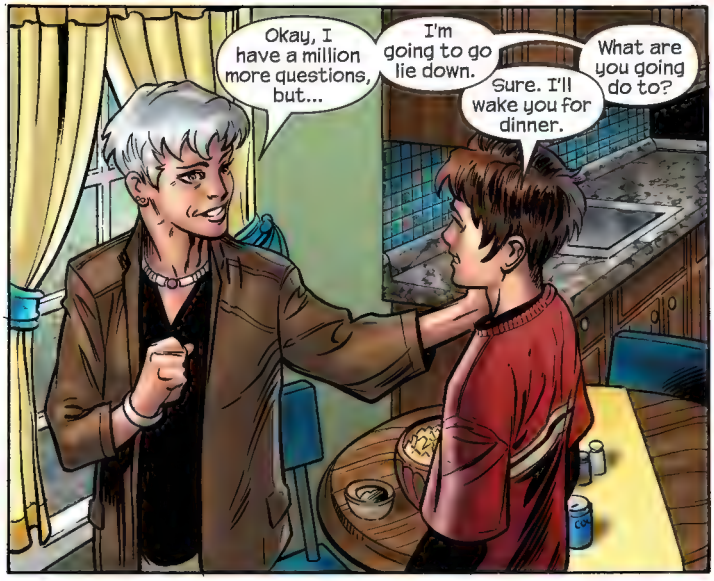
Peter. I love you.
You are my son.
In my wildest dreams I couldn't even imagine that you would have grown up to be this good of a person.
You are the best parts of your father, your mother, and my Ben...
...all rolled up into one amazing person.

And you.
I'm part you, too.

You stay here...
...and you grow up.
I don't want to miss a minute of it.




Come here...


Okay, I have a million more questions, but...
I'm going to go lie down.
Sure. I'll wake you for dinner.
What are you going do to?

I don't know, go to MJ's, do some homework...

"I'm sure I'll find something to do."
DAILY BUGLE
BAGLEY/HENNESSY

ULTIMATE
SPIDER-MAN
ISSUE
112
BENDIS
IMMONEN
von GRAWBADGER
MARVEL
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PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers!

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility! Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Peter and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world famous mutant team, X-Men) in shambles. To further complicate matters, Kitty now goes to school with Peter and MJ...in their class.

Spider-Man has had several life-altering confrontations with the notorious Norman Osborn, a.k.a. the Green Goblin and the father of his once best friend, Harry.

Norman is imprisoned in the Triskelion (the former home of the world's premiere superteam, the Ultimates) by Nick Fury, who is off on a top secret assignment.

DEATH OF A GOBLIN
PART 1

Brian Michael Bendis — WRITER

Stuart Immonen — PENCILER

Wade von Grawbadger — INKER

Justin Ponsor — COLORIST

VC's Cory Petit — LETTERER

Irene Lee — PRODUCTION

John Barber & Bill Rosemann — EDITORS

Ralph Macchio — SENIOR EDITOR

Joe Quesada — EDITOR IN CHIEF

Dan Buckley — PUBLISHER

Cover: Stuart Immonen & Richard Isanove

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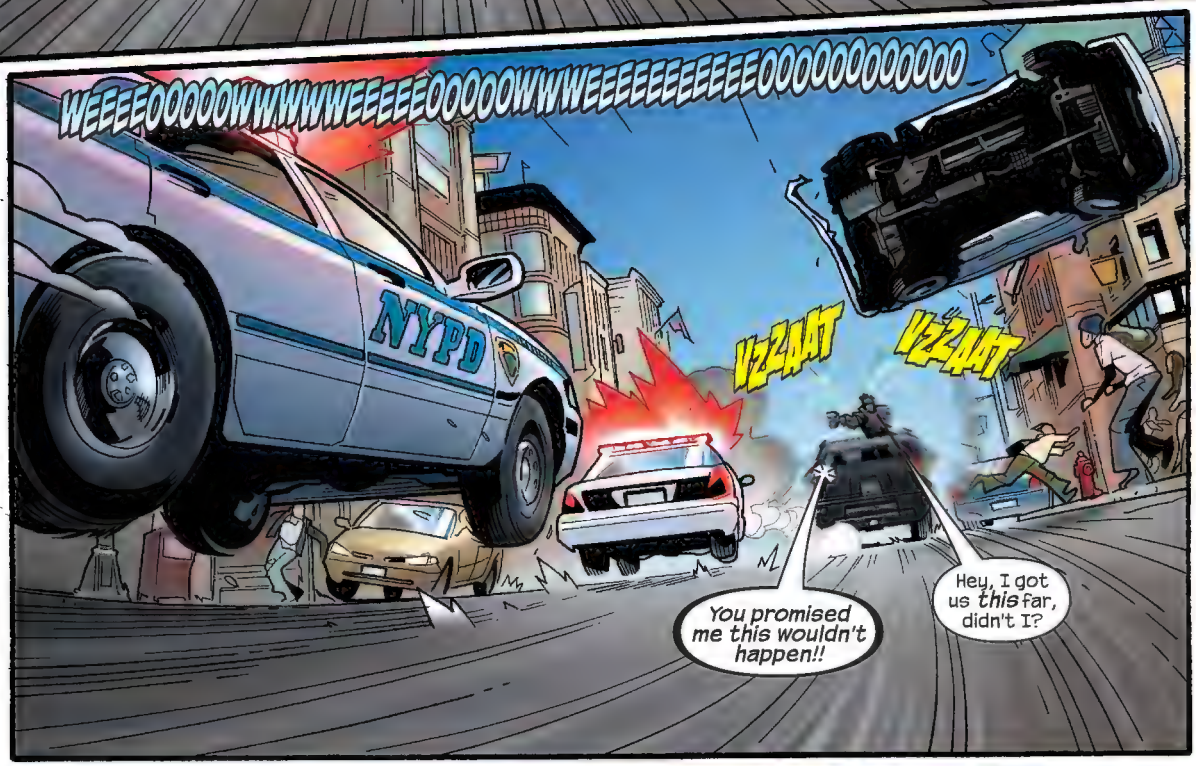
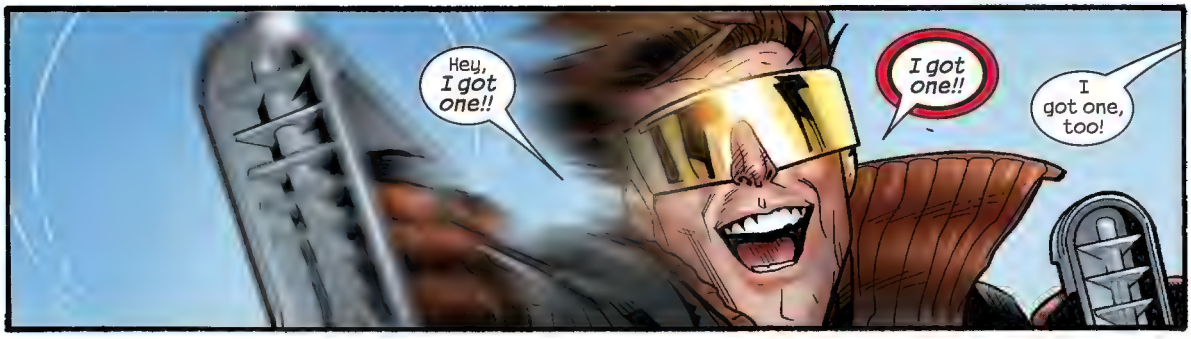
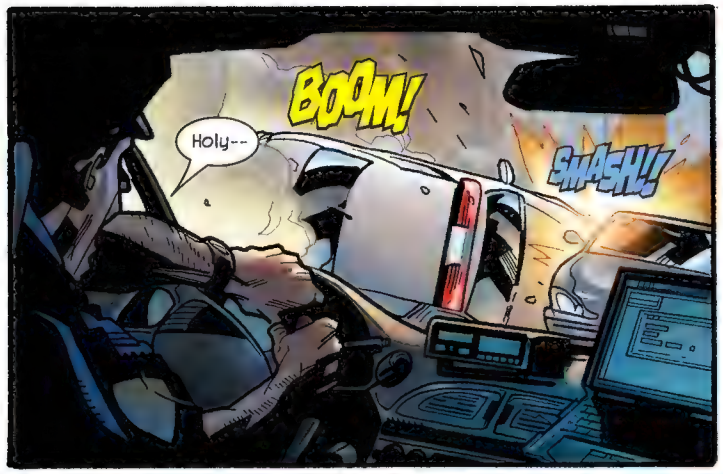
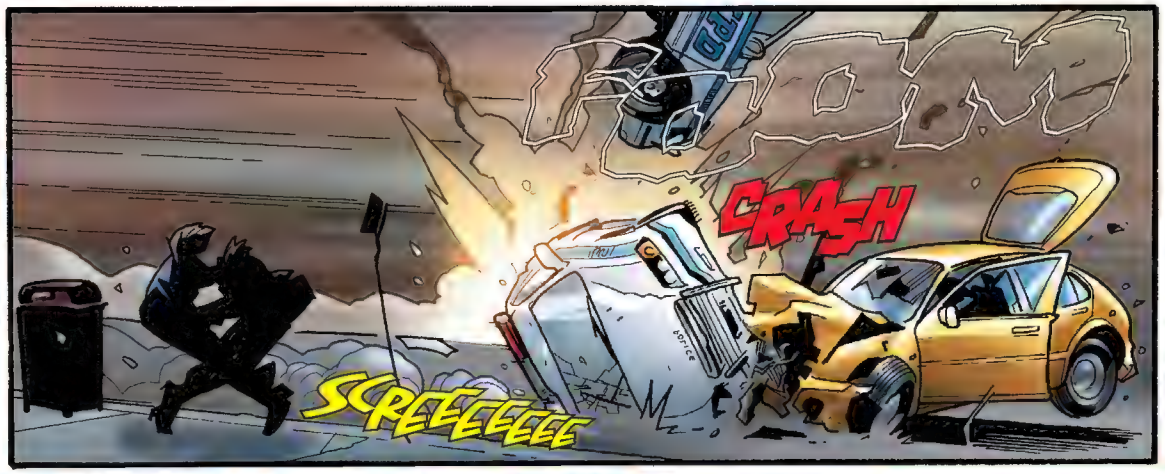
WEEEEOOOOOWWWWWEEEEEOOOOOWWWEEEEEEEEEEEOOOOOOOOOOO
Queens, lunch hour.
Drive faster, please!!
You know what?
Go to hell, Shocker!!
SPEED LIMIT 40


WEEEEOOOOOWWWWWEEEEEOOOOOWWWEEEEEEEEEEEOOOOOOOOOOO
NYPD
VZZAAAT
VZZAAAT
You promised me this wouldn't happen!!
Hey, I got us this far, didn't I?


Hey, I got one!!
I got one!!
I got one, too!

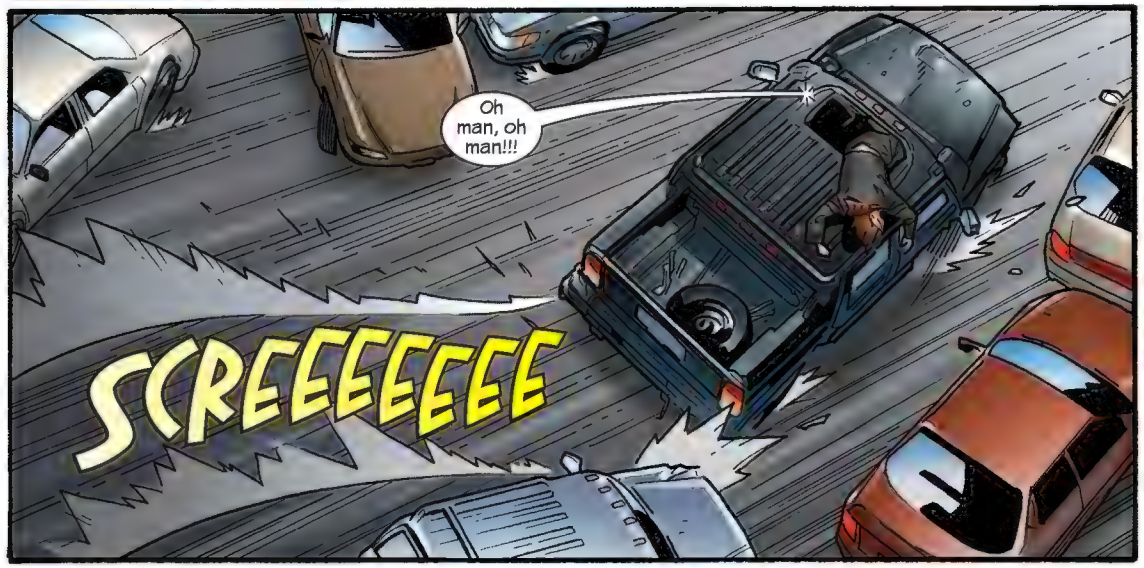
Awww, but mine's a big tool!
SPOK
HOLY--!!
AGH!!
VZZAAT
2466
CLANG
Uh-oh...


Holy--
BOOM!
SMASH!!

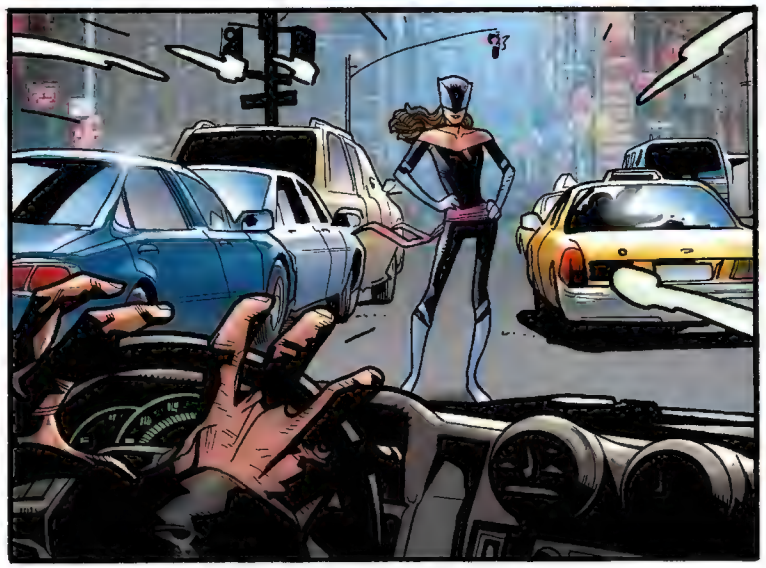

CRASH
SCREEEEEEE

Oh my aaaliee!!!

Sorry!!
Uh, that was kind of my fault!!
NO STANDIN


Oh man, oh man!!!
SCREEEEEEEE

Should have *killed* the Shocker and taken the costume and did this my--



VARRRROOOOOMMMM
AAHHH!!!
CACHUNK
FUMP
Kitty??
Hey...
Nice.
Thanks.
What did you just do there?

Oh, you know, my mutant phasing power knocks out machinery and computer stuff.
(Some computer stuff.)
Oh yeah...
And you were just in the neighborhood?
My mom works right over there. I was dropping off a- doesn't matter.
New costume?
Yeah.

Thanks for the team-up.
I wasn't teaming up.
I was here. There was trouble. I had the costume.
Well, it's nice that you're doing super-hero stuff again.
What else am I going to do?
You're still mad at me?

Jeez!!
You seem mad.
I'm not having this conversation here.
I was just--
DON'T!

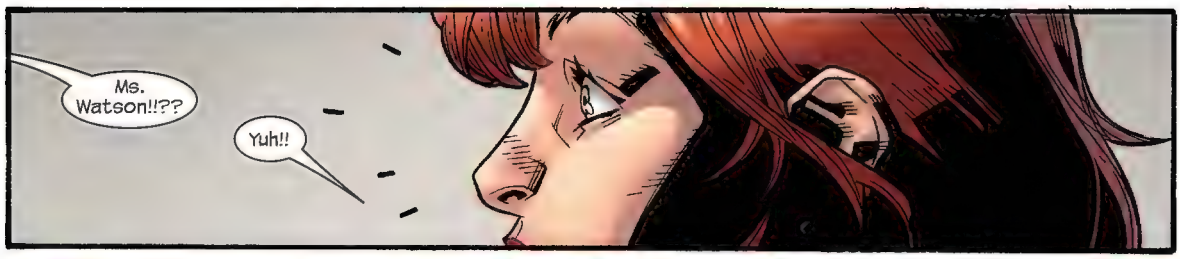
Hey!
Okay, the cops are here, we got to go.
So go.
You, uh, want a lift back to school?
I'll get back myself.
You sure?
Please.

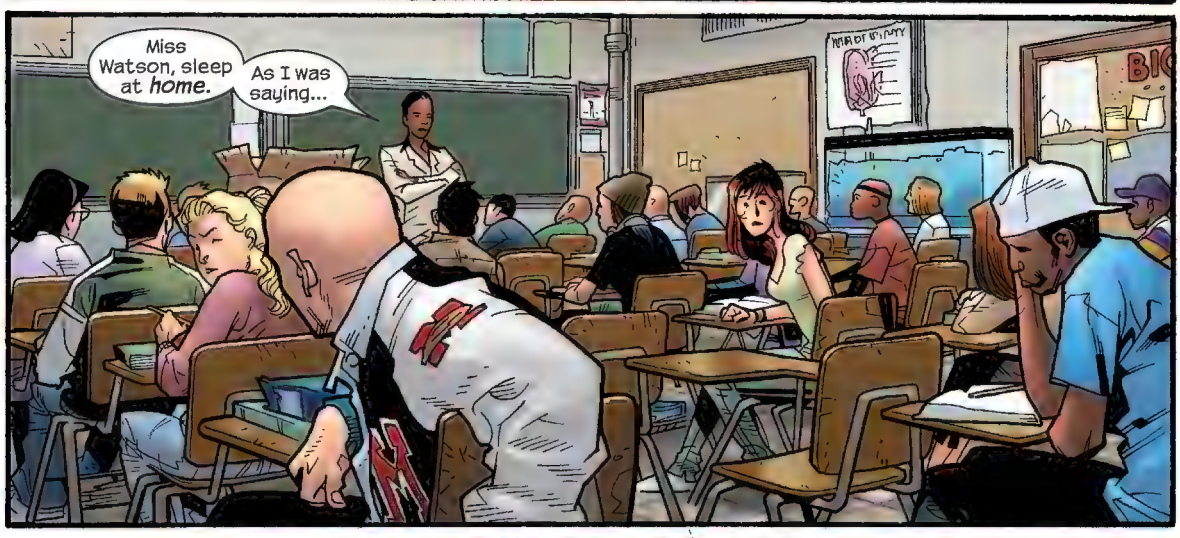
MJ!!
Please, please...

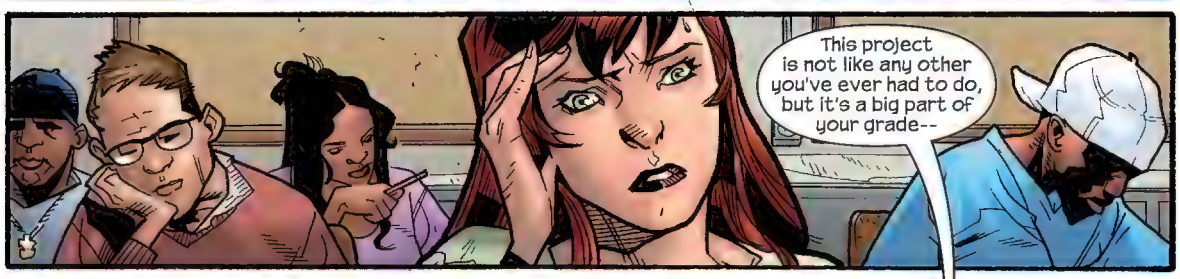
YOUAAARGHH!!

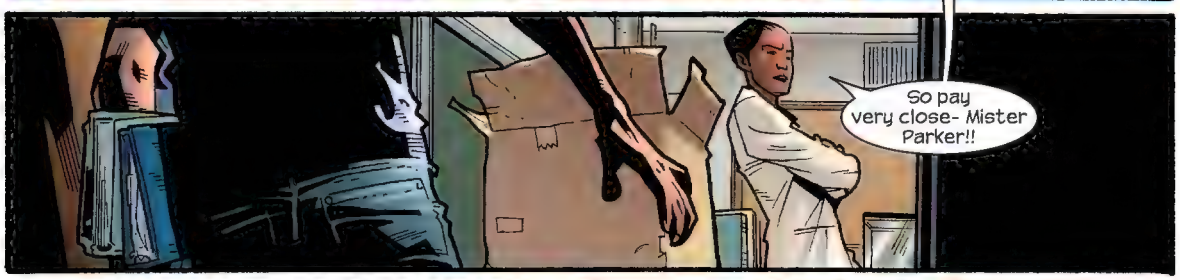
Please!!!

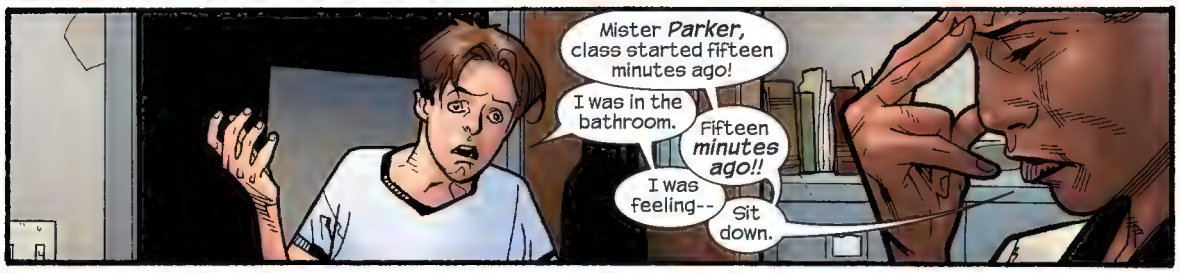
Ms. Watson!!??

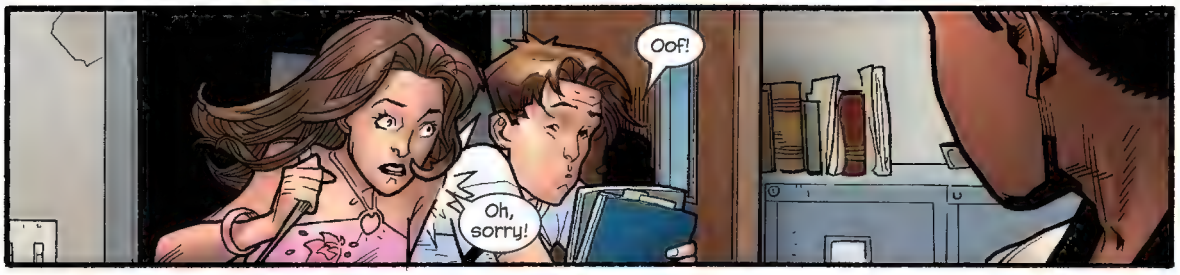

Ms. Watson!!??
Yuh!!

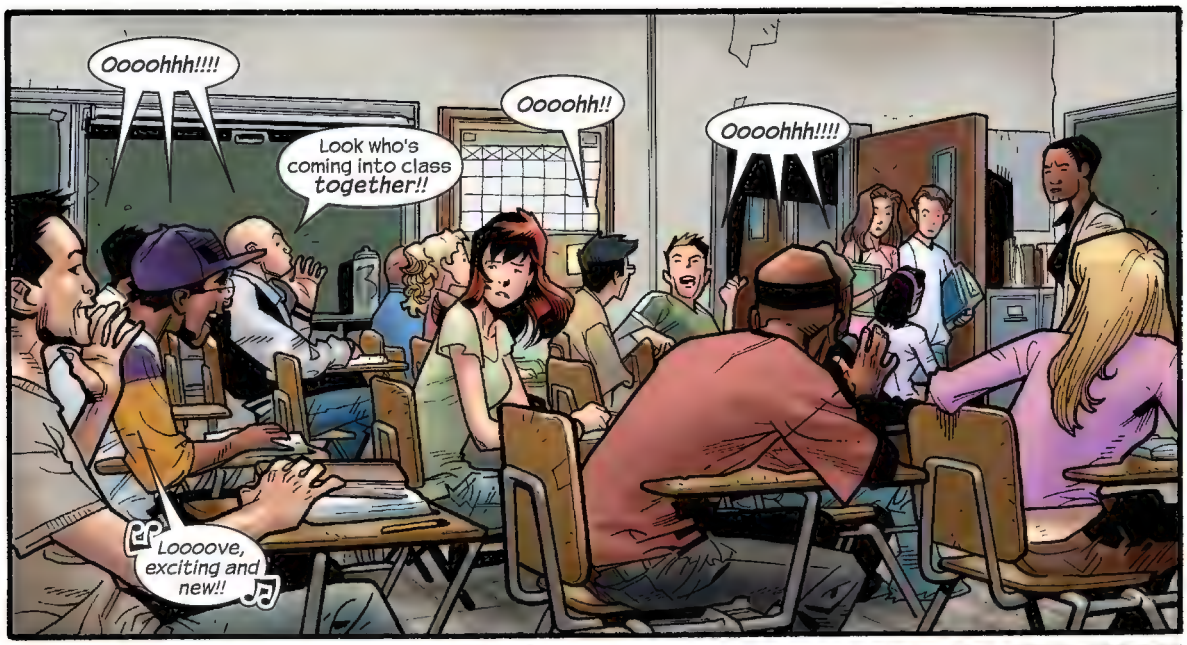

Miss Watson, sleep at *home.*
As I was saying...


This project is not like any other you've ever had to do, but it's a big part of your grade--


So pay very close- Mister Parker!!

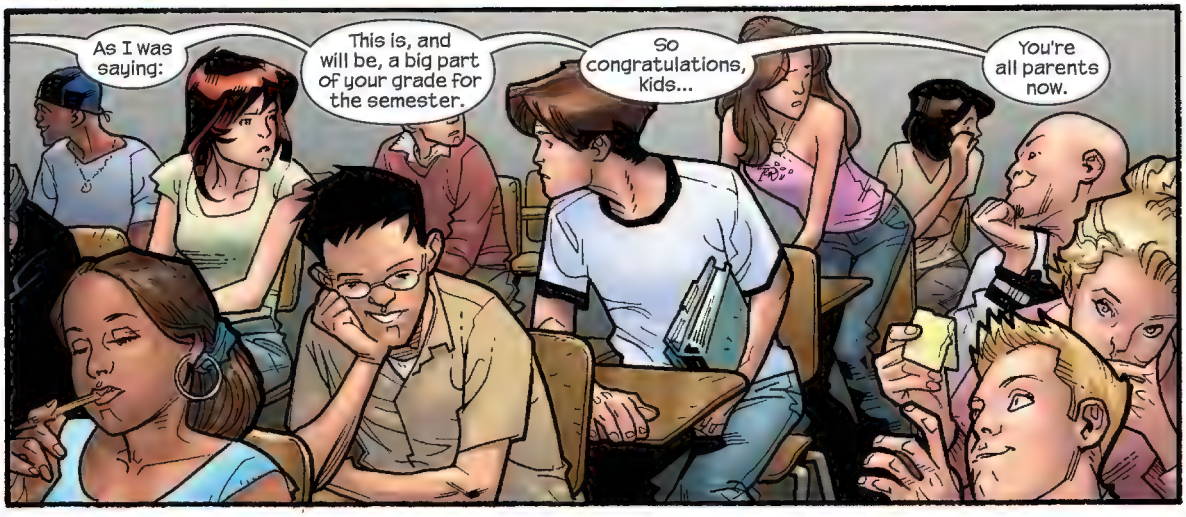

Mister *Parker,* class started fifteen minutes ago!
I was in the bathroom.
Fifteen *minutes ago!!*
I was feeling--
Sit down.


Oof!
Oh, sorry!

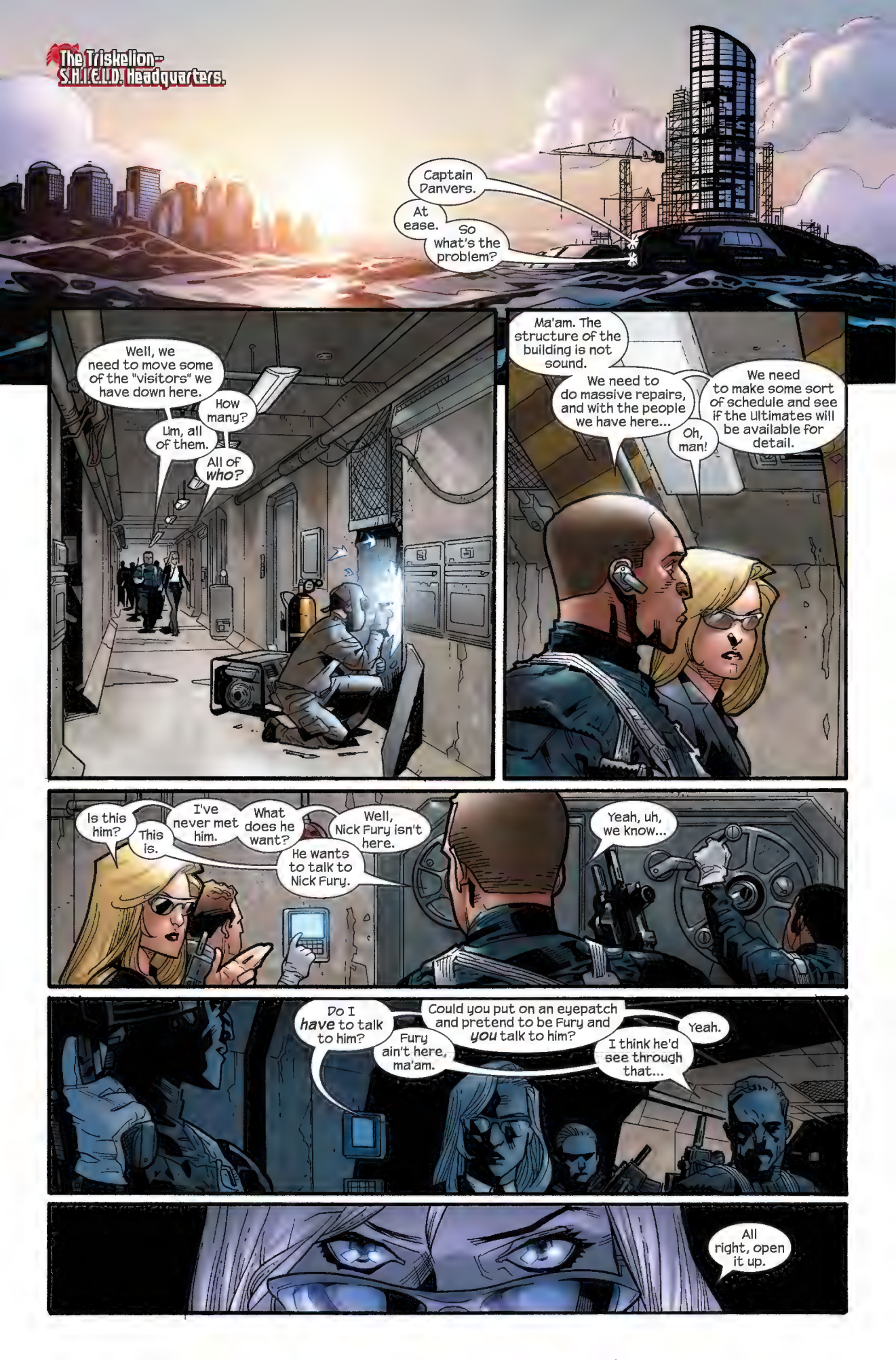

Oooohhh!!!!
Look who's coming into class together!!
Oooohh!!
Oooohhh!!!!
Loooove, exciting and new!!

Stop it!!!
WHAM

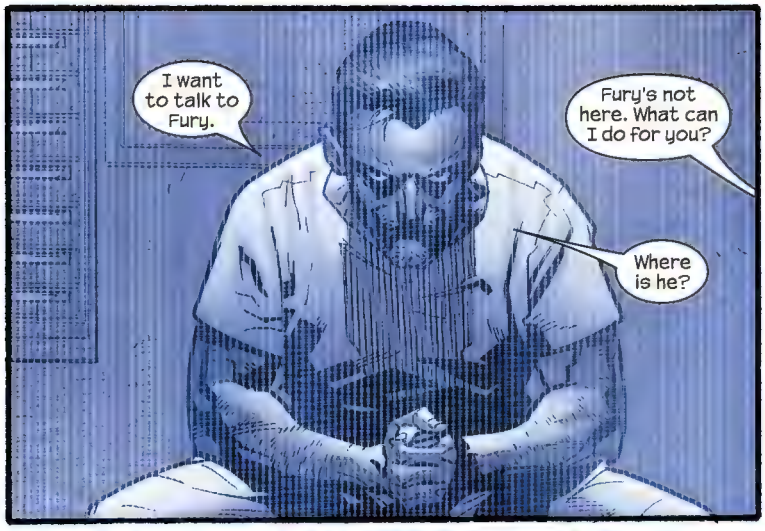
Miss Pryde, you're new here.
The bell means class has started.
The bell means you get in here and you sit.
So sit.
Yes, ma'am.


As I was saying:
This is, and will be, a big part of your grade for the semester.
So congratulations, kids...
You're all parents now.

You will be split into pairs, into couples, and you will be caring for this baby.
You will make a comprehensive log of your actions for the next three weeks.
This baby never leaves your person. This baby never leaves your sight.
You can take turns or you can do it together, but this baby is *your* baby.
For three weeks, you will feed, clothe, and change the baby.
This baby needs your love and care.
Do not *lose* this baby. Do not *damage* this baby.
This baby is school property and if you *lose* it, you will have to pay mucho dollars to replace it and you will *fail*.
I have put you into couples. These are not up for debate.
Flash and Liz. *Mazel tov*, it's a boy.
Kenny and Izzy.
But we're both dudes.
MCFARLANE
If you say so.
MJ and Brad.
Um.
Peter and Kitty.
Um!
Oh, I'm sorry, does anyone have any problems or concerns with their assigned partners?
Then know this: I do not care.
SIGN UP

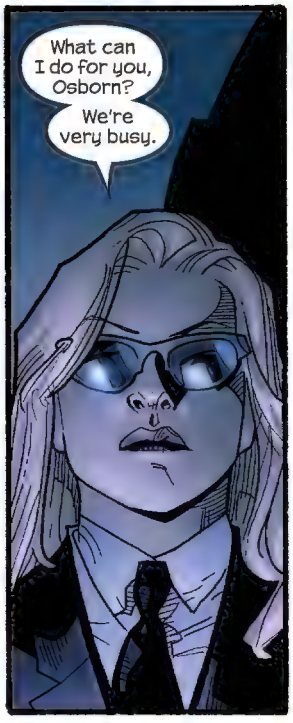

The Triskelion--
S.H.I.E.L.D. Headquarters.
Captain Danvers.
At ease.
So what's the problem?
Well, we need to move some of the "visitors" we have down here.
How many?
Um, all of them.
All of *who*?
Ma'am. The structure of the building is not sound.
We need to do massive repairs, and with the people we have here...
Oh, man!
We need to make some sort of schedule and see if the Ultimates will be available for detail.
Is this him?
This is.
I've never met him.
What does he want?
He wants to talk to Nick Fury.
Well, Nick Fury isn't here.
Yeah, uh, we know...
Do I *have* to talk to him?
Fury ain't here, ma'am.
Could you put on an eyepatch and pretend to be Fury and *you* talk to him?
Yeah.
I think he'd see through that...
All right, open it up.

Norman Osborn.
Who are *you*?
I'm Captain Carol Danvers.
What can I do for you, Mister Osborn?

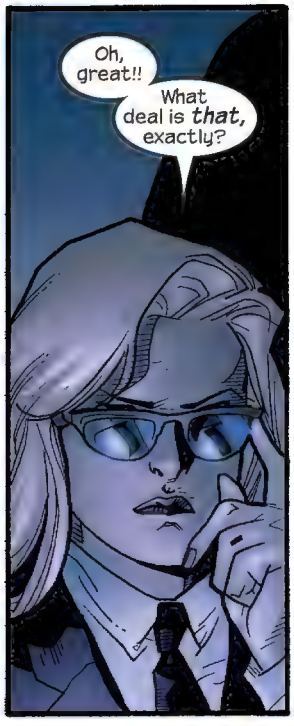

I want to talk to Fury.
Fury's not here. What can I do for you?
Where is he?

Not here.

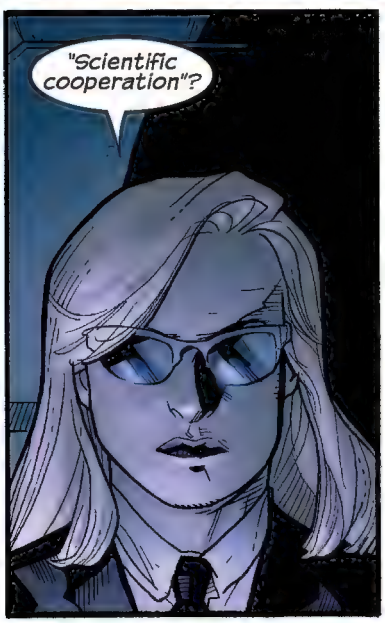
I need to talk to *him*.


What can I do for you, Osborn?
We're very busy.

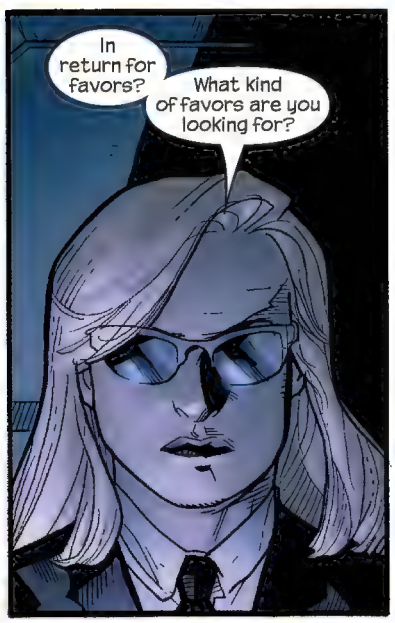
I'm ready to make my deal.

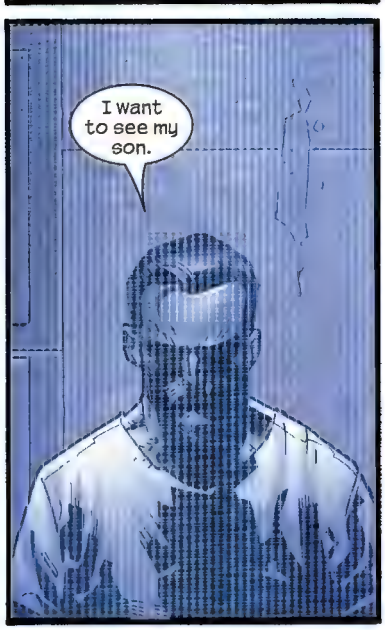

Oh, great!!
What deal is *that*, exactly?

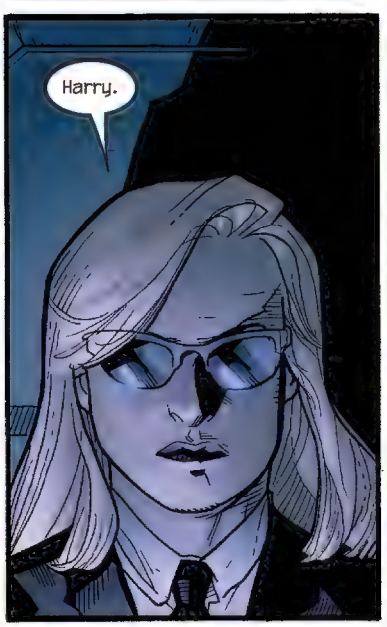
Fury offered me a deal.
He- he offered me some "privileges" in return for my scientific cooperation.


"Scientific cooperation"?

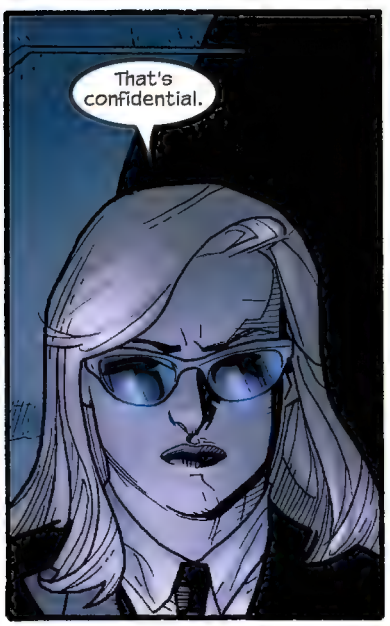
My acumen, my formulas.
My brain.
He wants my brain.


In return for favors?
What kind of favors are you looking for?


I want to see my son.


Harry.

Where is he?
Is he in this place?
Where am I, exactly?


That's confidential.

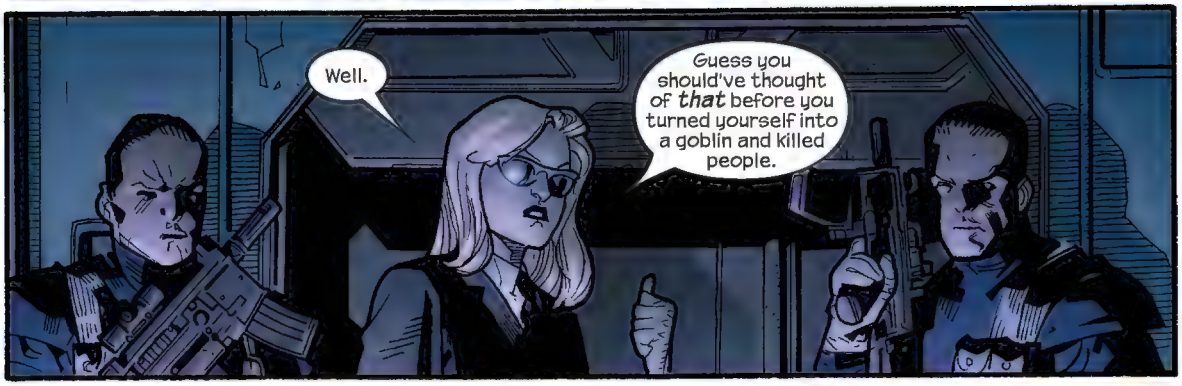
I'm- I'm willing to play ball.
I'm willing to take the deal.

Uh-huh.
Well, thanks, but I'm going to have to pass.

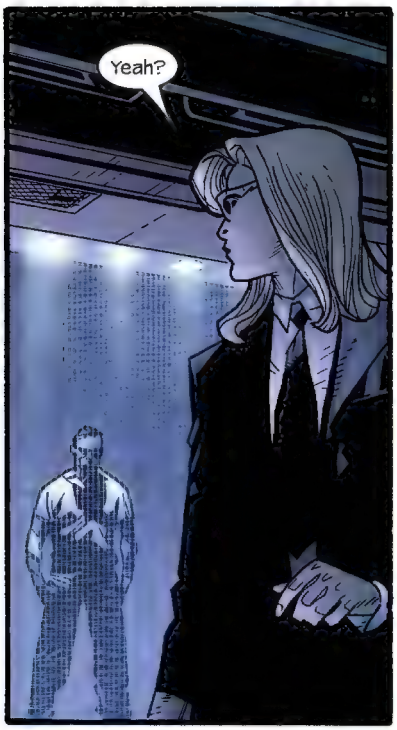
Just get me Fury, you cow.

You might have missed this part of the conversation, but...
Fury ain't here.

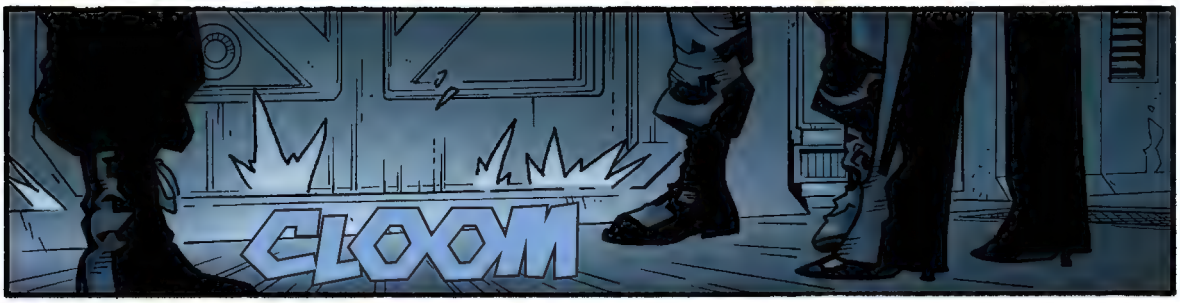
But I'm willing to make the deal.
This- this is a complete waste of time. Sitting here.

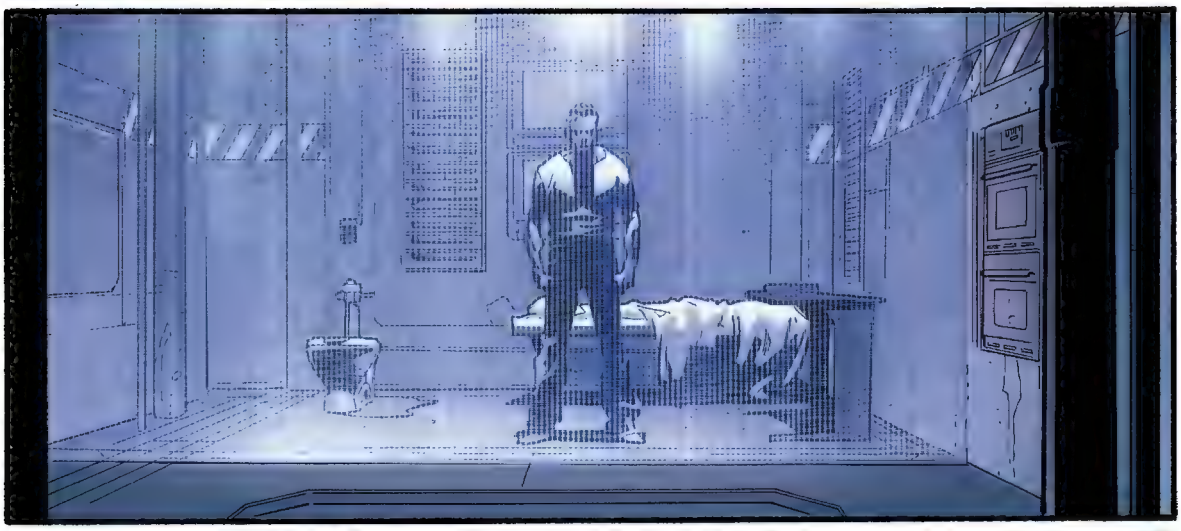

Well.
Guess you should've thought of *that* before you turned yourself into a goblin and killed people.

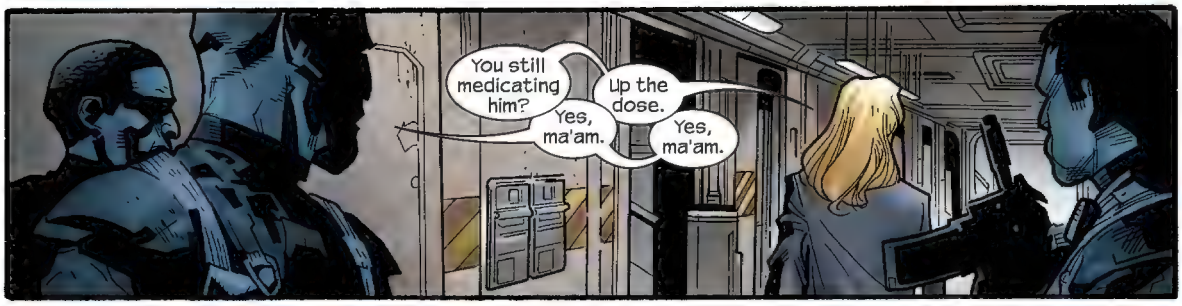
Woman!!


Yeah?

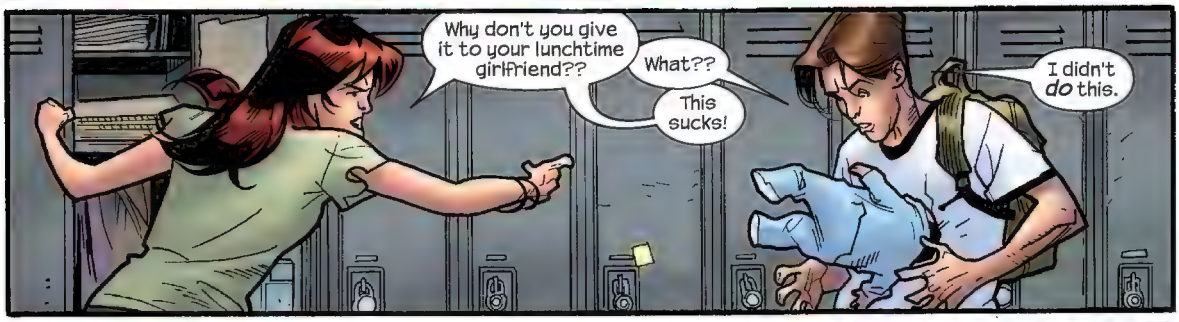
Woooo!!


CLOOM

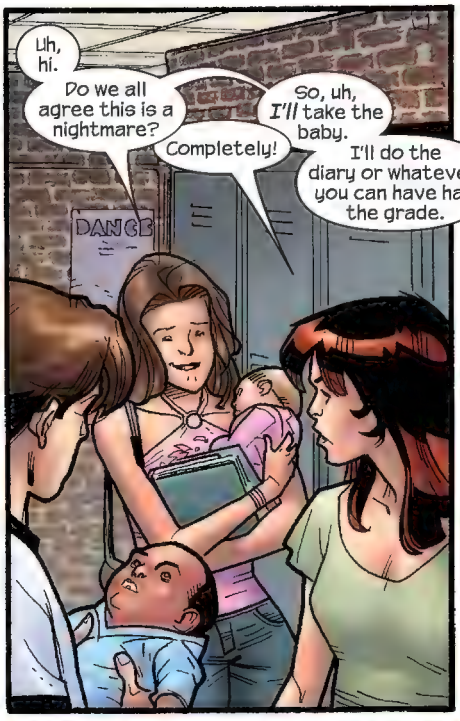



You still medicating him?
Yes, ma'am.
Up the dose.
Yes, ma'am.

This is a nightmare.
MJ, how am I supposed to carry a baby around all day?
I have powers and- and- and responsibilities.

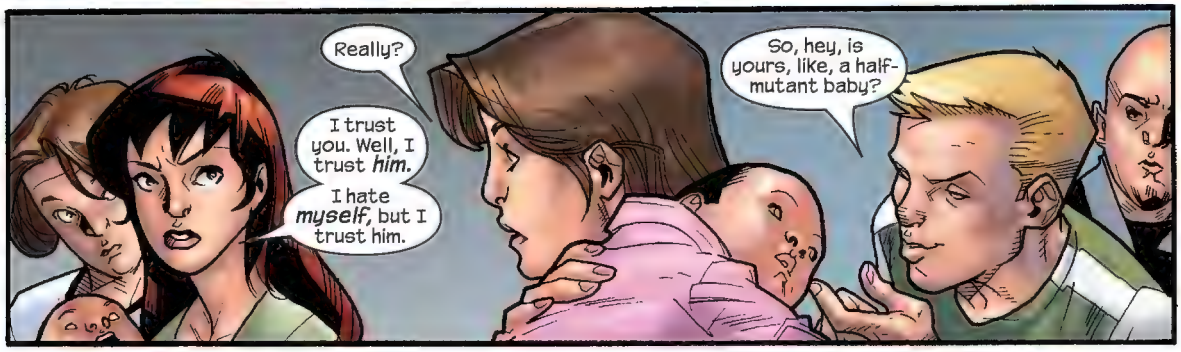

Why don't you give it to your lunchtime girlfriend??
What??
This sucks!
I didn't do this.

Argh!!
I'm not blaming you!! I'm commiserating.
It sounds a little like you're blaming me.
That's because you always feel guilty about something.


Uh, hi.
Do we all agree this is a nightmare?
Completely!
So, uh, I'll take the baby.
I'll do the diary or whatever, you can have half the grade.
DANGER

No, no. You do it together.
It's okay.
The amount of work it will take you to make it look like it was both of you who did the project together...
You might as well do the project together.

No, we'll figure out a way to just--
You fought the Kingpin, and you- you fought evil mutants...
We can all get through this.


Really?
I trust you. Well, I trust him.
I hate myself, but I trust him.
So, hey, is yours, like, a half-mutant baby?

Half mutant, half spasmo...a spasmutant!!
Oh, man...

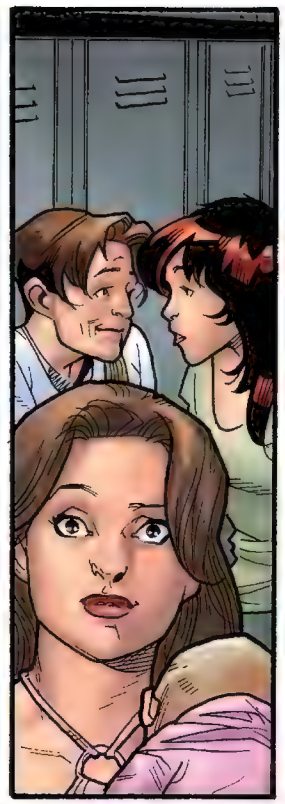
HEY!!
SMACK
Agh!

Dude, apologize!
What?
Say you're sorry!!

Okay!!!
Okay!!
That's not sorry!!

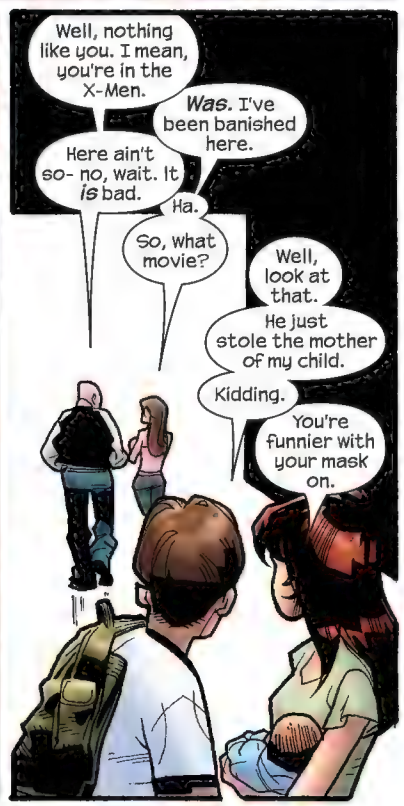
I'm sorry.
God, what's gotten into *you*, Stay-Puft??
Just sick of your racist $%^#, man!!

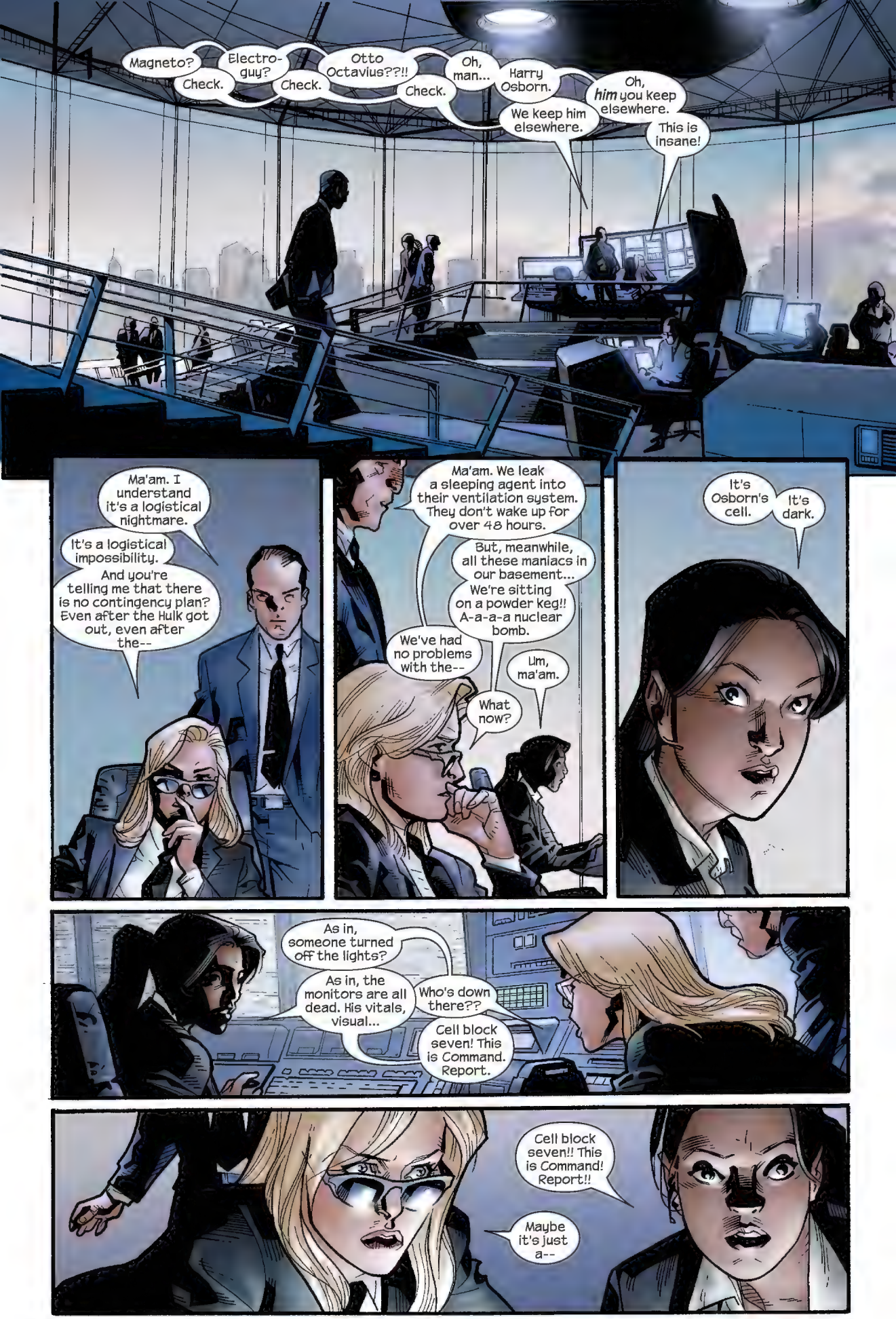
Have another cookie!
Are you okay?
Yeah, yeah...that was nice.
I'm- uh--



This is Kenny. Kenny is our pal.
He's a great guy. But that was a truly historic moment there.
Oh.
He was in a movie.

Oh yeah?
It was just one line.
Still.
That's cool.


Well, nothing like you. I mean, you're in the X-Men.
Was. I've been banished here.
Here ain't so- no, wait. It *is* bad.
Ha.
So, what movie?
Well, look at that.
He just stole the mother of my child.
Kidding.
You're funnier with your mask on.


Magneto?
Check.
Electro-guy?
Check.
Otto Octavius??!!
Check.
Oh, man...
Harry Osborn.
We keep him elsewhere.
Oh, *him* you keep elsewhere.
This is insane!
Ma'am. I understand it's a logistical nightmare.
It's a logistical impossibility.
And you're telling me that there is no contingency plan? Even after the Hulk got out, even after the--
Ma'am. We leak a sleeping agent into their ventilation system. They don't wake up for over 48 hours.
But, meanwhile, all these maniacs in our basement...
We're sitting on a powder keg!! A-a-a-a nuclear bomb.
We've had no problems with the--
Um, ma'am.
What now?
It's Osborn's cell.
It's dark.
As in, someone turned off the lights?
As in, the monitors are all dead. His vitals, visual...
Who's down there??
Cell block seven! This is Command. Report.
Cell block seven!! This is Command! Report!!
Maybe it's just a--

BOOM
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
113
BENDIS
IMMONEN
von GRAWBADGER
PONSOR
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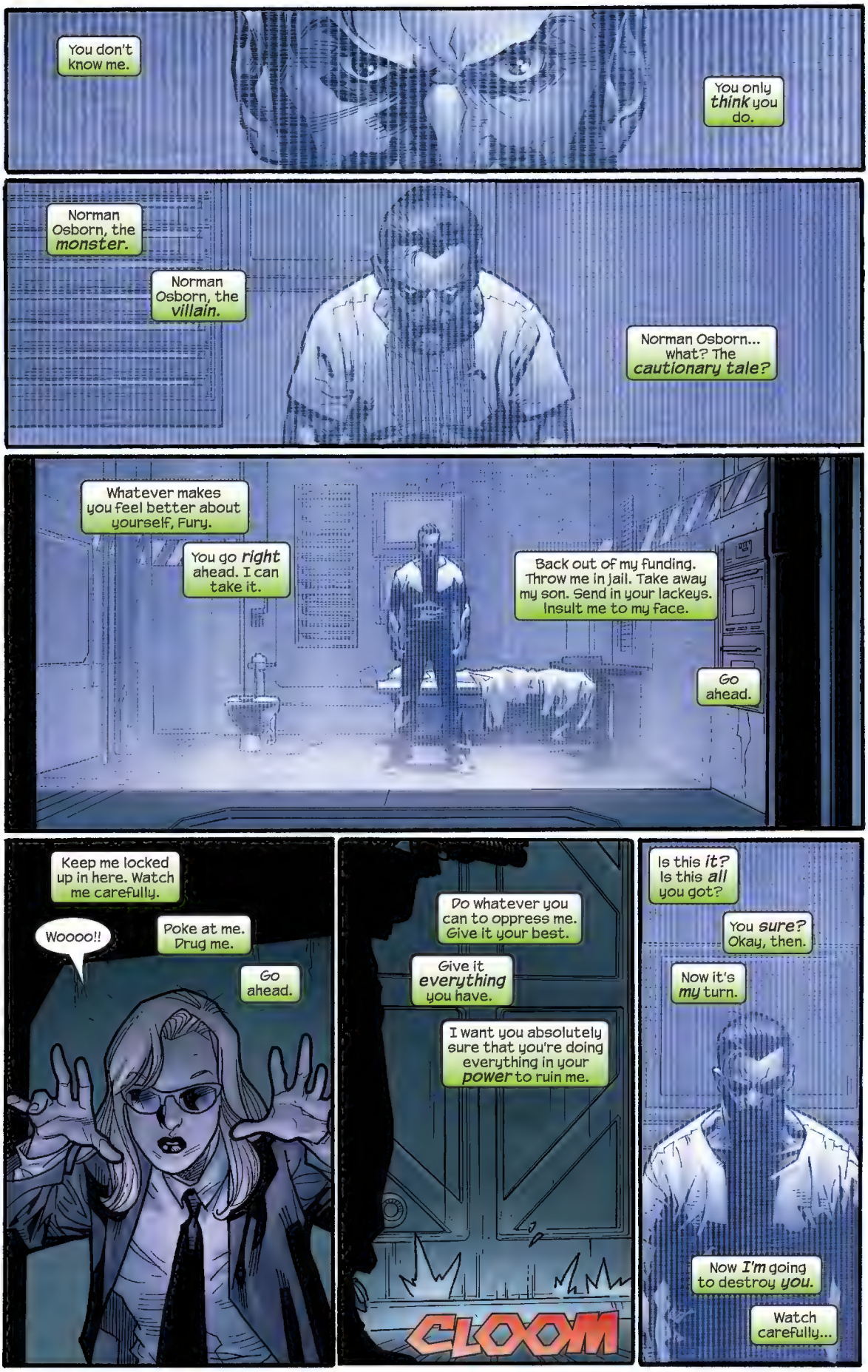
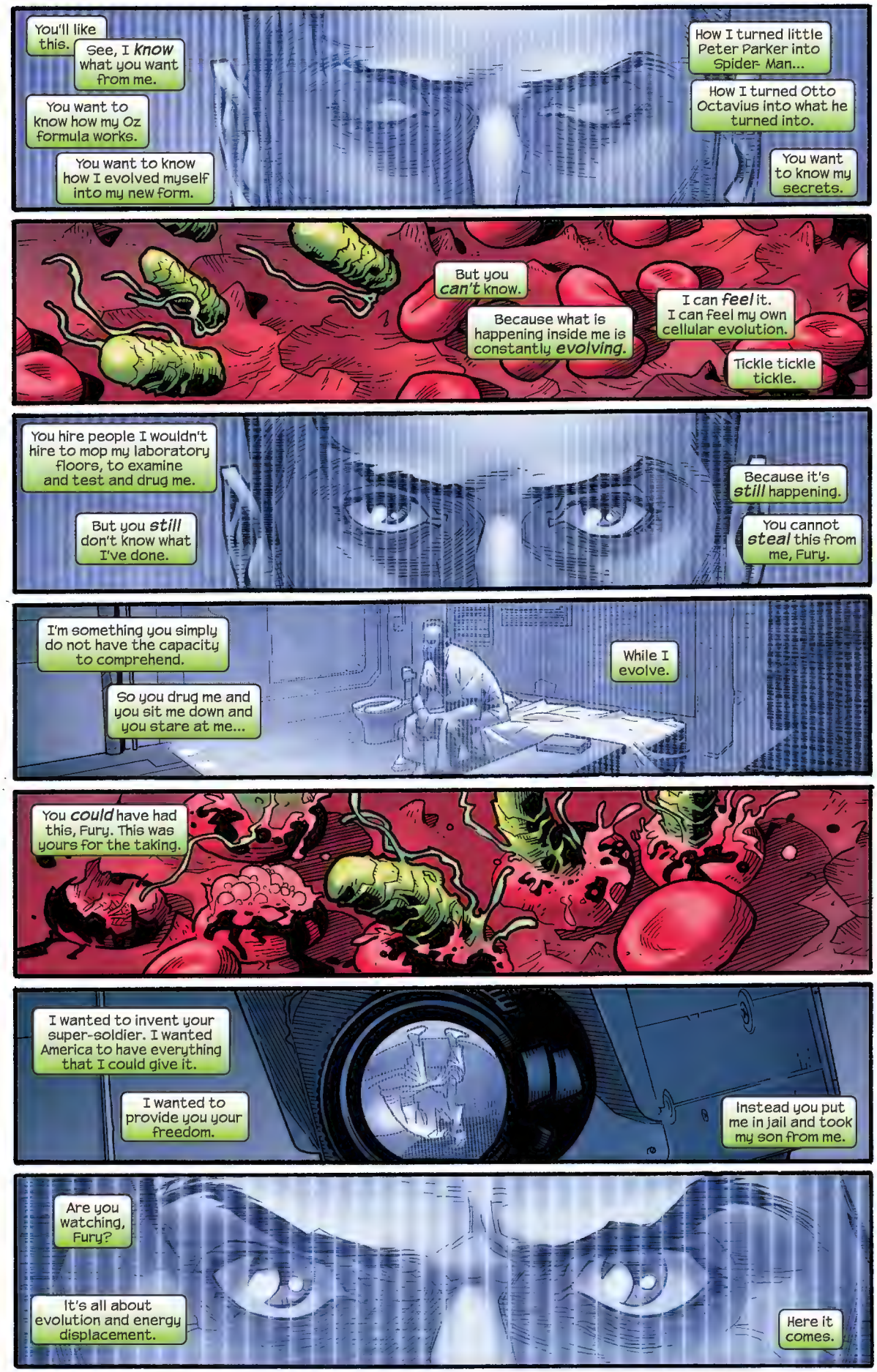
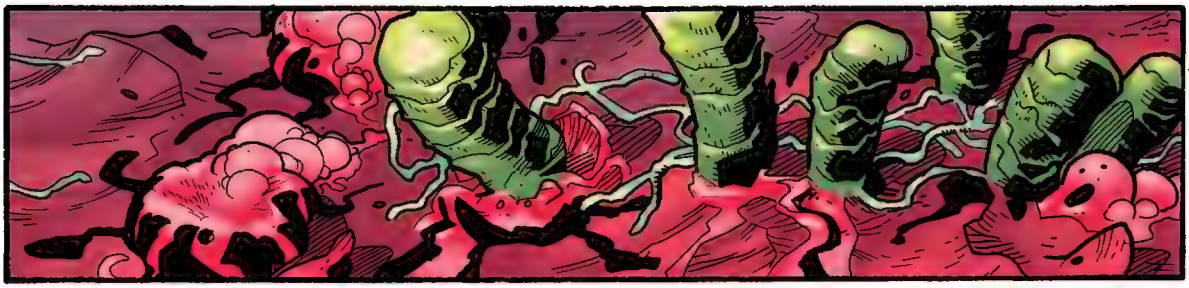
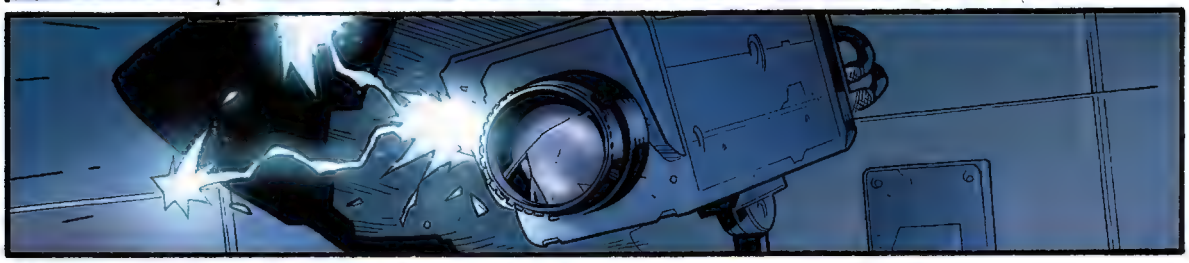
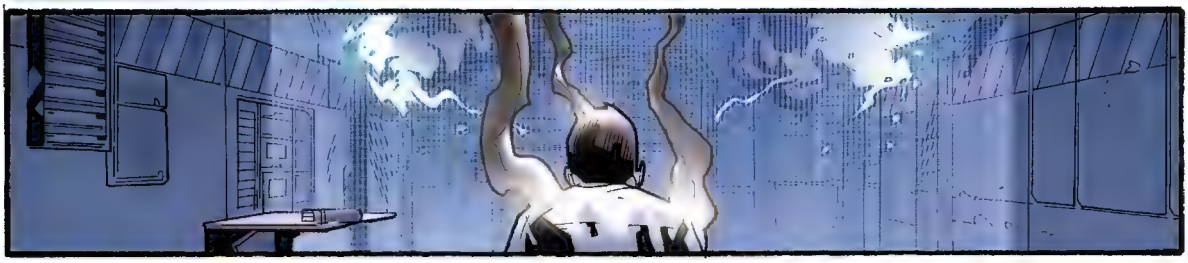
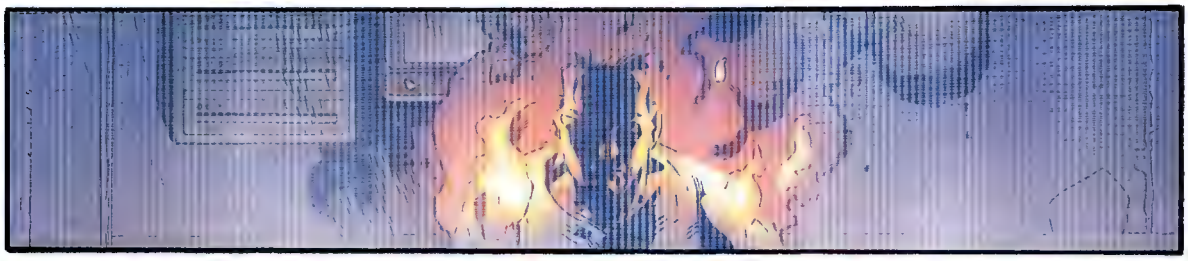
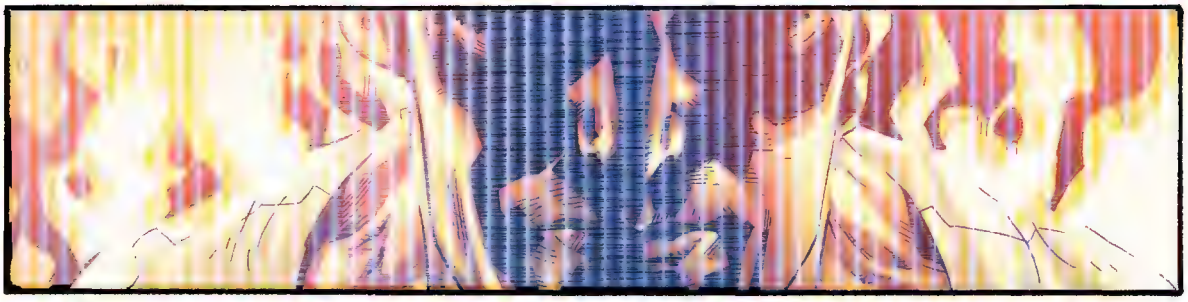

You don't know me.
You only *think* you do.
Norman Osborn, the *monster.*
Norman Osborn, the *villain.*
Norman Osborn... what? The *cautionary tale?*
Whatever makes you feel better about yourself, Fury.
You go *right* ahead. I can take it.
Back out of my funding. Throw me in jail. Take away my son. Send in your lackeys. Insult me to my face.
Go ahead.
Keep me locked up in here. Watch me carefully.
Woooo!!
Poke at me. Drug me.
Go ahead.
Do whatever you can to oppress me. Give it your best.
Give it *everything* you have.
I want you absolutely sure that you're doing everything in your *power* to ruin me.
CLOOM
Is this *it?* Is this *all* you got?
You *sure?* Okay, then.
Now it's *my* turn.
Now *I'm* going to destroy *you.*
Watch carefully...


You'll like this.
See, I *know* what you want from me.
You want to know how my Oz formula works.
You want to know how I evolved myself into my new form.
How I turned little Peter Parker into Spider-Man...
How I turned Otto Octavius into what he turned into.
You want to know my secrets.
But you *can't* know.
Because what is happening inside me is constantly *evolving*.
I can *feel* it. I can feel my own cellular evolution.
Tickle tickle tickle.
You hire people I wouldn't hire to mop my laboratory floors, to examine and test and drug me.
But you *still* don't know what I've done.
Because it's *still* happening.
You cannot *steal* this from me, Fury.
I'm something you simply do not have the capacity to comprehend.
So you drug me and you sit me down and you stare at me...
While I evolve.
You *could* have had this, Fury. This was yours for the taking.
I wanted to invent your super-soldier. I wanted America to have everything that I could give it.
I wanted to provide you your freedom.
Instead you put me in jail and took my son from me.
Are you watching, Fury?
It's all about evolution and energy displacement.
Here it comes.



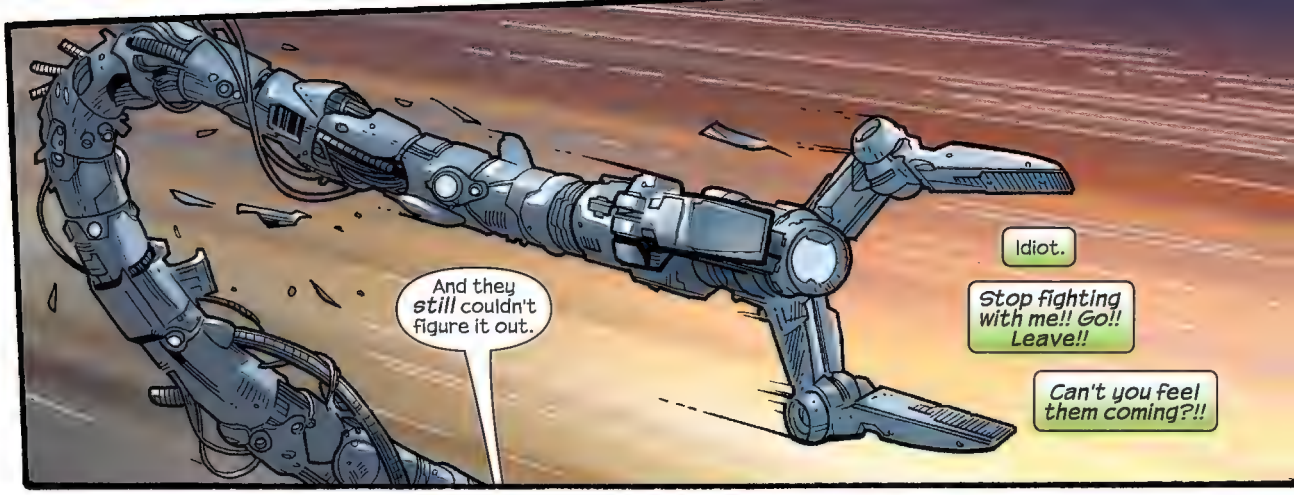


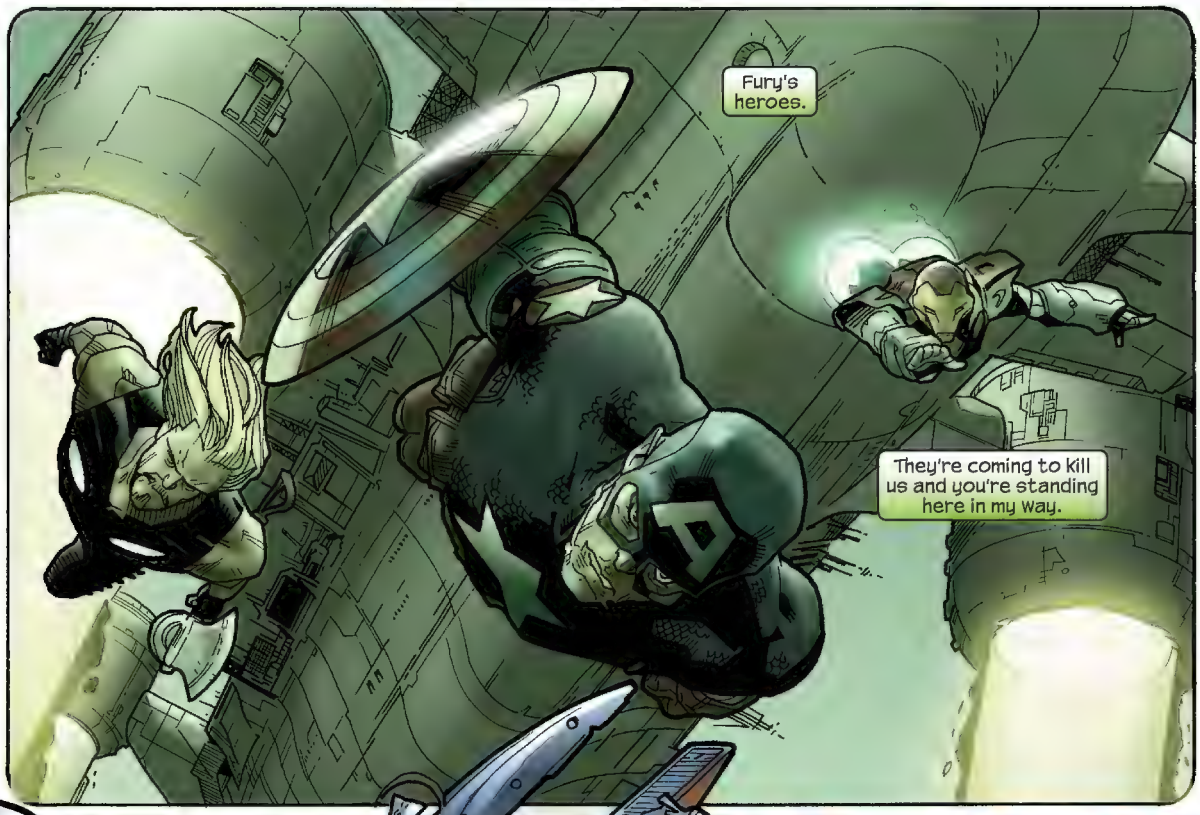
FABOOM
FABOOM
FABOOM
FABOOM
FABOOM
FABOOM
>COFF<!!
This is sub-basement 9, we have- agh-
Somebody get down here with...

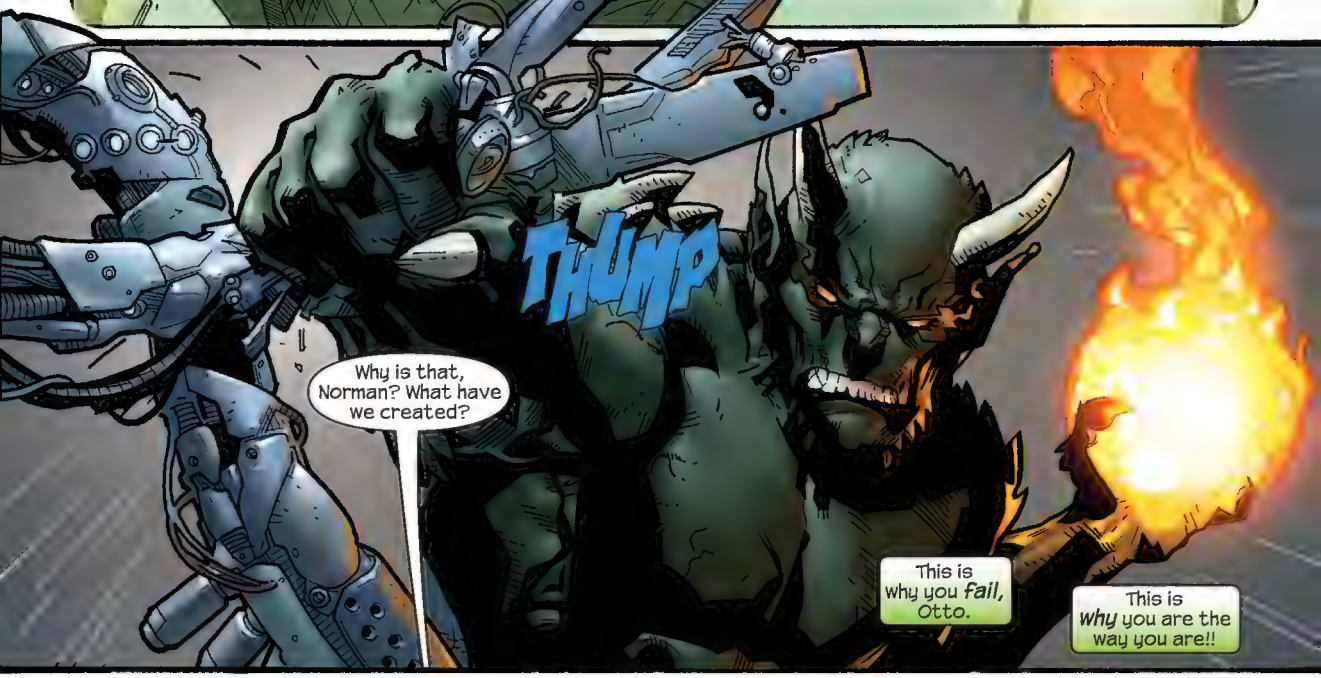
Stand down!!
Don't you m-move or I'll-!
Children.
With every step, I learn what an arrogant lunatic you truly are, Fury.
You cage us like monkeys.
Anyone with power to stand up to you.
Look at them.
Look at the power you suppress and think yourself a...

487
Can you feel it happening, Fury?
Your world is falling apart.
Your house of cards is--
Oh, well...
And then there's *him*...
Norman.
You look well.
Otto Octavius.
Is he going to help me with this? Is he going to join me?
Is he going to *thank* me for all that I have brought to his life?
Or is he going to...

Just so you know...
I gave you up to the Feds, Norman.
I sold you out the first chance I got.
Can you hear me in there??
He's wasting my time!!
He's in my way!!
#$@%&, you, Otto!!
I had the upper hand!!
You're ruining my moment.
You're giving Fury a chance to get his act together.
Don't you know that???
I gave them the formula. I gave it to them.
I freed him from his bonds. I gave him his powers!!
And this is the thanks I get!!!


And they still couldn't figure it out.
Idiot.
Stop fighting with me!! Go!! Leave!!
Can't you feel them coming?!!


Fury's heroes.
They're coming to kill us and you're standing here in my way.


THUMP
Why is that, Norman? What have we created?
This is why you fail, Otto.
This is why you are the way you are!!

After all I've *done* for you...
I hope your skin melts and you live to feel the scars.
SPASH
Norman!!
Now *stop* that!
GHRR!!!
Aren't you at all impressed with my structural evolution??
CRUCNH!!
Can't you for a moment take a minute to marvel at all that has *happened*??
AAGGH!!
TOOM
Never mind.
You keep being you, Norman!
Don't *you* know I *created* you...
Don't you know I'm your god?

ZZZAPPTXZZZZ
AAGGH!!
THUMP
Hey, Osborn!! That *you* in there?
What's the plan?
I know him.
Max Dillon. Electro.
You're welcome for the save. It's not a favor.
I'm auditioning.
I need paying work on the outside.
Find me in a few days.
There will be work.
He's insane.
Good to see ya again.
We almost took the White House that time. Good times.
Freeze!!
Or we will shoot you!!
Do you know the difference between you and me, Fury?

I know I'm a monster.
I know what I have become.
BADABADABDABDBABDBABDBA
You, on the other hand- you think you're a great man!!
BADABADABDABDBABDBABDBA
You think you're actually--
HYAARRGGH!!!
Copter one, confirm hit?
Hit confirmed!
Confirm!
Hold your fire- suspect is down.

Confirm hit, over!!
Hold on--
Um, we have a--
KYAARRGGH!!!

Uhuuarrggh!!
We are under attack!! Repeat, we are under hostile--
AAAGGHH!!
Repeat your position, over!!
FRABOOM

Aarrgg!!
FASHHHHH
This is *all* on you, Fury.
All of it.
They will crucify you on national *television* for this.
Still watching?

Oh my God...
We have lost visual confirmation on Osborn.
I repeat, we have lost visual confirmation!!
We have multiple civilian casualties. We have--
All units, this is Captain Danvers. Electro has been sighted.
Head due south toward the George Washington Bridge but do not engage!!
EXIT
POL

I want you to wear those black leather boots with the--

N- Norman?
Joseph.
Where's my money that you hid away for me in case of a rainy day?
Because it *is* a rainy day.
I'm borrowing some clothes.

Norman, y- you're a fugitive!
I-I-I-I- can't *have* you here.
A fugitive from *what?* Justice?
I'll get disbarred.
You should have been disbarred the day after you passed the bar.
Clients like me, like Wilson Fisk...
Norman, you can't just--

I was held without a trial. Your words.
I- I tried everything I could.
And Fury is a brick wall. I'm not mad at you.
I need my money and my things.
Norman--
Or I could burn you alive.

They're going to catch you.
Call Stanley.
Your publicist??

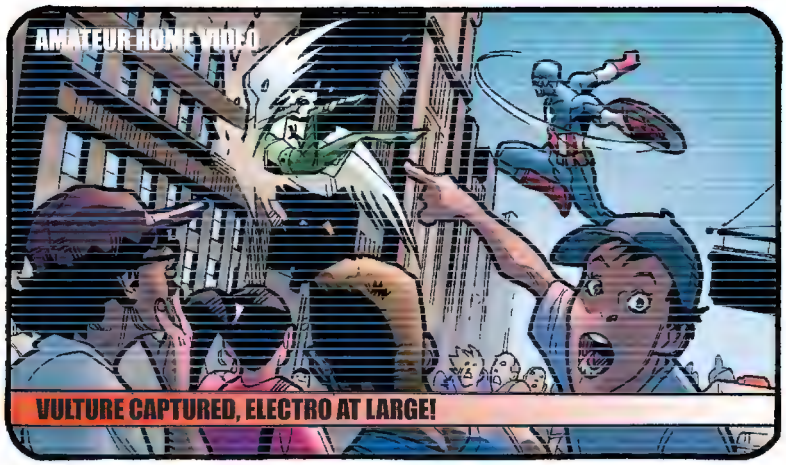
I need a booking. ASAP.
Shouldn't be too hard.

Following the mysterious but calamitous events at the S.H.I.E.L.D. Triskelion this afternoon...

Where maybe up to a dozen so-called "enemies of the state" escaped their imprisonment...

Captain America single-handedly took down one of the escapees....

...a man who calls himself the Vulture. No other details are available at this time.



*Government officials are **still** keeping the identities of the escapees under wraps...*

...but eyewitnesses say that a man identified as criminal mastermind Max Dillon, who calls himself Electro, was fighting agents of S.H.I.E.L.D. over the Verrazano Bridge, just moments after the terrifying explosion.

*Who was **in** the Triskelion, who got **out** of the Triskelion and **why** they are being held, as **always**, remains information of the highest security.*

The Triskelion and S.H.I.E.L.D.'s methods of terrorist incarceration have been under fire from human rights groups since the attack of the Hulk a few months back.

And on this subject, we present to you a world exclusive.

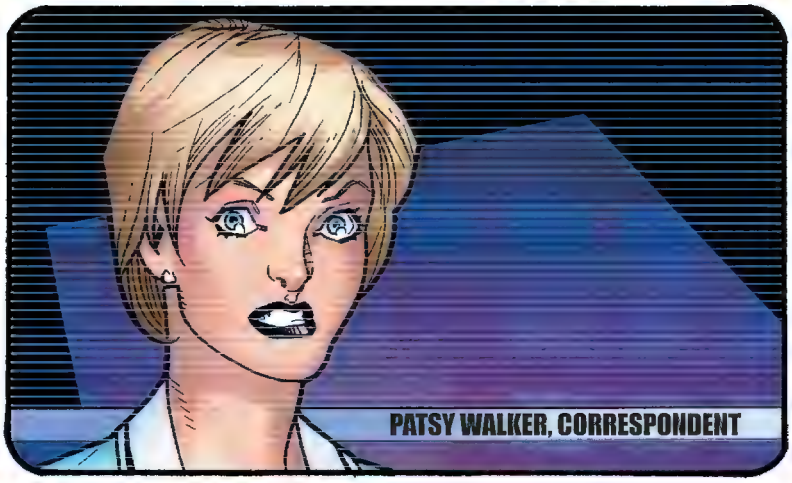
We have an eyewitness with answers to these questions and some shocking revelations...

Patsy?

Up until a few months ago, our guest was well known as a philanthropist and scientist on the cutting edge of genetic technologies...

But the fate of Norman Osborn has since fallen under a shroud of mystery...

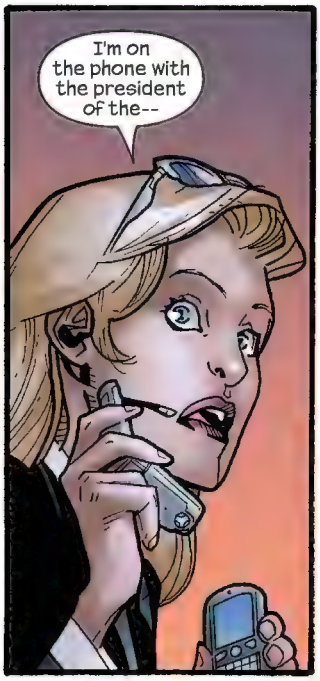
Until tonight...



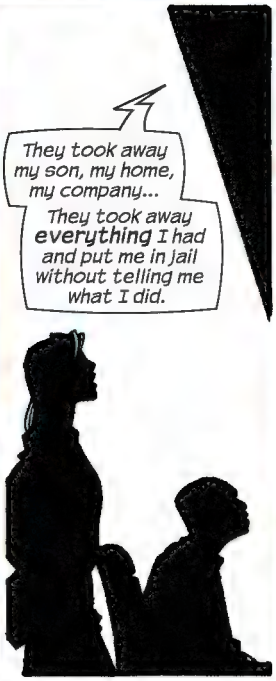
He is here, live!
To discuss with us the events that have shaped the course of his life...
...and how he found himself incarcerated, without trial, by the same government he dedicated his life's work to.
Norman Osborn, thank you for sitting with us.

Mister President, I assure you, Magneto is still safe in the lower sub-basements. His cell was not affected by the--

I'm sorry, but I'm not an industrial engineer, so I don't know how the building was constructed or how the--
Captain Danvers?
Well, Nick Fury didn't exactly leave me with an *instruction manual* and I'm doing the best I can with what I have.
I have men dead, sir. I have civilians dead. I have--
Captain Danvers!


I'm on the phone with the president of the--

Oh, $%^$...
Sound!! Give me sound!!
NORMAN OSBORN JAILED AGAINST HIS WILL


They took away my son, my home, my company...
They took away **everything** I had and put me in jail without telling me what I did.

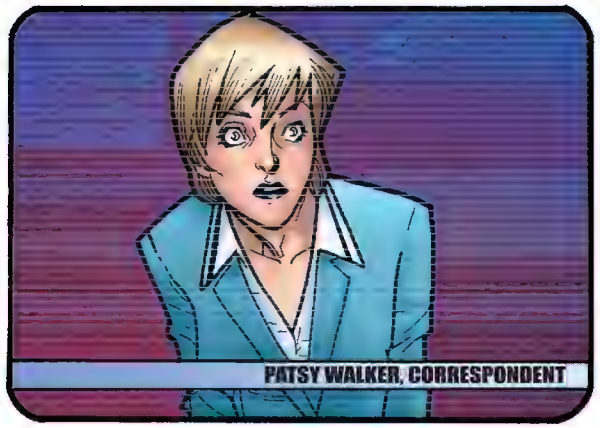
I didn't **do** anything but try and help this country.

You're saying that Nick Fury imprisoned you...

Without trial...

Took away your company, your assets, your son...

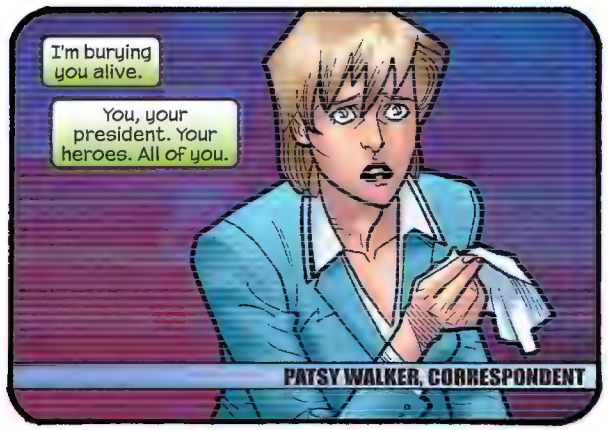
And injected you with untested chemical compounds that turned you into a- a monster.



The "Captain America" drug.

It's okay!

Take your time.



Yes.

The next war, they say, will be a genetic one.

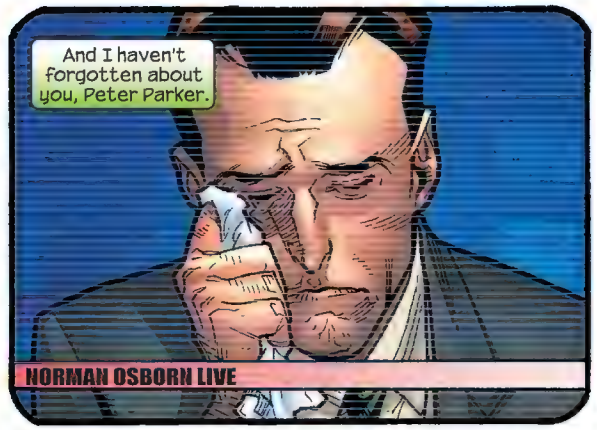
But what I was working on was the wonder drug that could solve all of America's military problems.

All of the world's law enforcement problems.

I was doing this for the good of mankind.

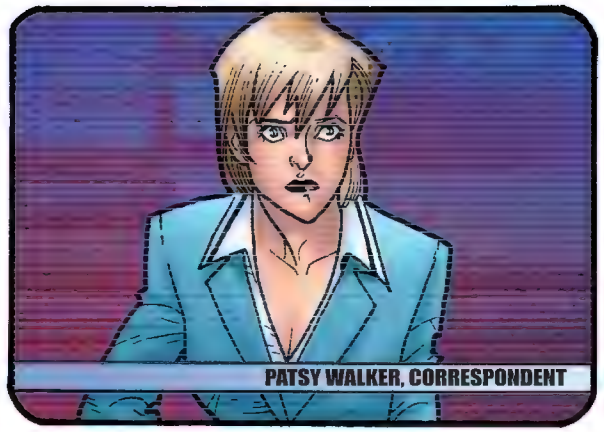
I was put in jail for trying to make the world a better place.

My wife is dead! My son- my son.



Why?

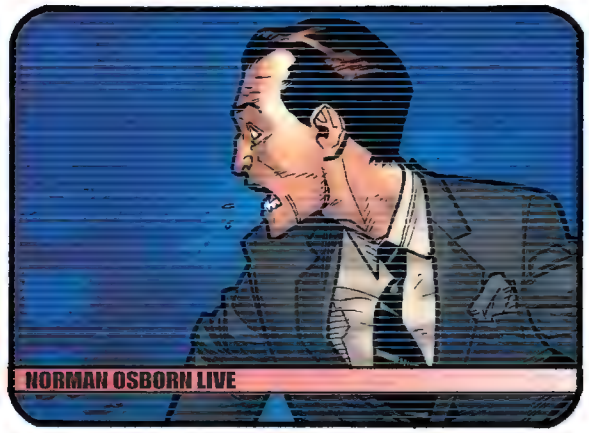
Why would he do this?



*He **ruined** me. He **destroyed** me.*

I should still be in his prison right now. All alone.

No one- no one is telling me why this has happened.



*Why would Nick Fury, the top cop in the world, want to **stop** you from creating a super-soldier?*

*You'll have to ask **him**.*

*But- what I was working on in my labs **before** all this happened...*

*was a genetic enhancement formula that **could** one day solve the case of the super-soldier serum.*

They're going to come and take me back!!

They might come barging through that studio door right now!!

*The only reason I'm **here** is because that Octavius maniac killed all those poor agents--*

And he- and he...

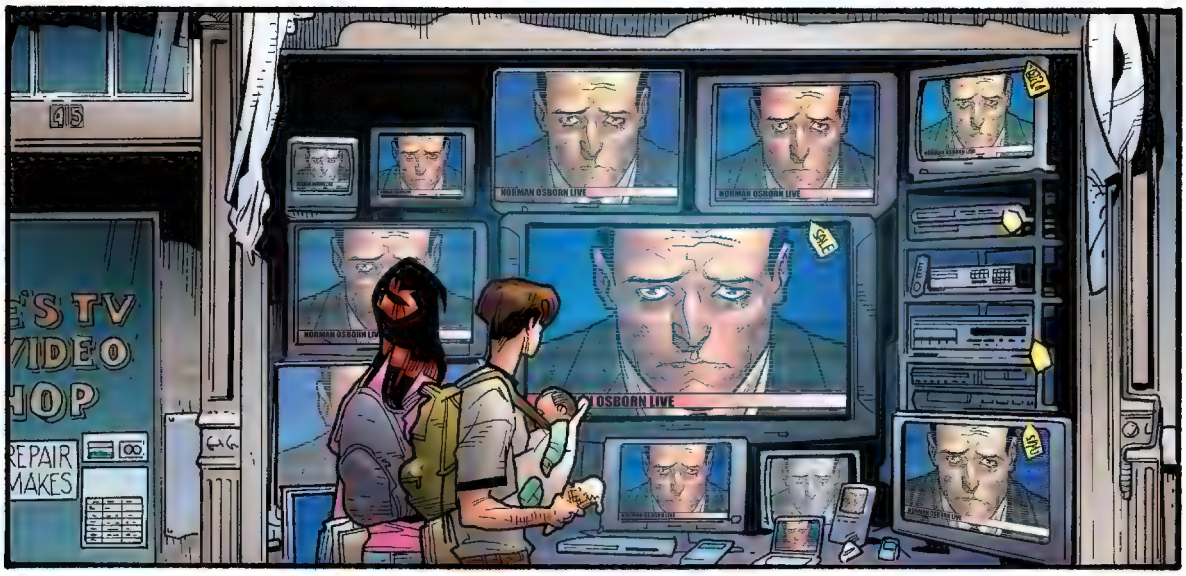
Excuse me.

I- my only guess is--

Because if there are no more wars...

Nick Fury and his pals, those heroes, are out of their high-paying jobs.

You are living proof of my genius.
And I'm not done with you yet...
MJ.
Peter.
MJ.
Peter.
The reason I don't want to go on a double date with Johnny Storm is I can't imagine a situation where it will be comfortable.
Peter, you haven't been comfortable since you were eleven.
NYL


NORMAN OSBORN LIVE
NORMAN OSBORN LIVE
OSBORN LIVE
LIVE
LIVE
LIVE
45
'S TV
VIDEO
JOP
REPAIR
MAKES

My boy.
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
114
MARVEL
BENDIS
IMMONEN
von GRAWBADGER
PONSOR
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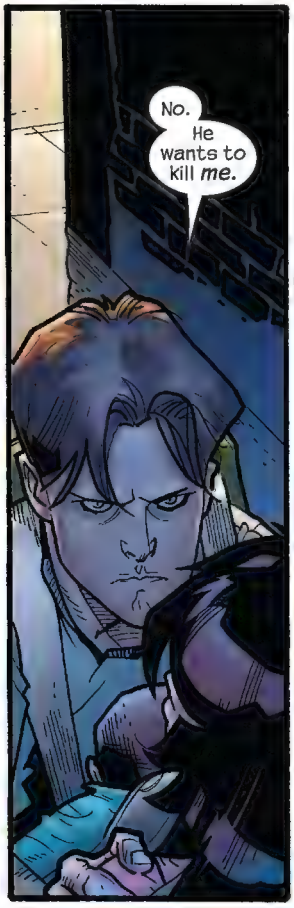
MJ!!
NORMAN OSBORN LIVE

ARKET
TRADING CO.
They let him out!!
MJ!!
They let him out!
HE'S OUT!!

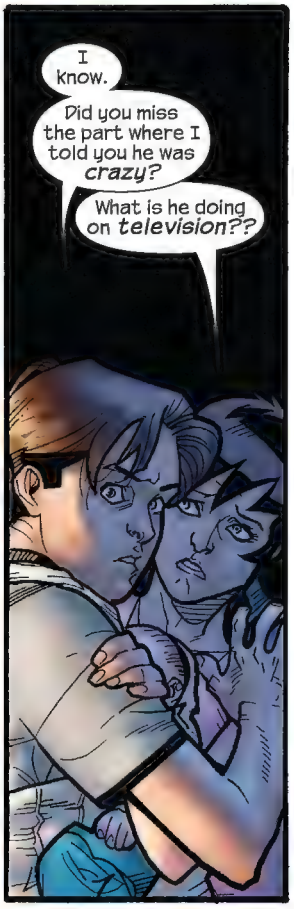
Just- just calm down.
Please!!
He- he threw me off a bridge!!! He-
(Calm down...)
He knows who you are.
I know.
He knows where we live!!

I know.

How is he not in jail??
I don't know.
He wants to kill us!!


No.
He wants to kill me.

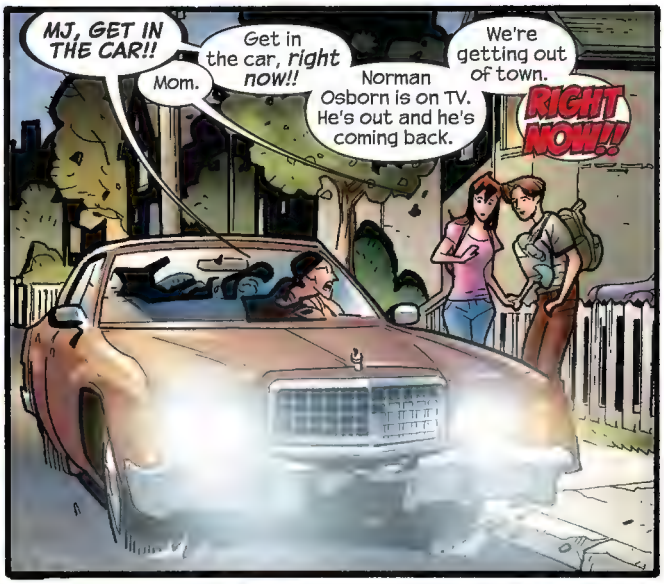
Why, Peter??
Why is this happening again???
Because he's crazy!
Why does he do this??
I don't speak crazy so I don't know.
I got bit by a spider with his name on it and ever since--
But by accident. The spider bit you by accident. Why does that-?


I know.
Did you miss the part where I told you he was crazy?
What is he doing on television??

That- that creature- that thing that Fury has turned me into-
They call it a goblin.
That is not me.
That is something Nick Fury created and put inside of me.
To punish me, to punish you. Really, to punish God.
To take what God created and pervert it--
Oh my God! What is he doing? Why is this on television??
I don't- it looks like he's setting up, like, he's trying to bury Nick Fury publicly.
He escaped jail and ran to the networks??
Is that true??
Did Fury do this to him?
Uh, no.
But, see, it's working already.
So it's all bull.
Oh, it be bull.
That- that is-
Come on.
We have to tell someone!!
We have to get you and Aunt May somewhere safe and then I'll--
Stop.
Sniff-
It's okay.
I'm sorry.
No.
No- it's okay...
OH GOD!!
I know this sucks.
Look at me- I know this sucks, but-
I need you to hold it together.
I need you to be stronger. Can you? Can you do this?
Yeah, okay...
Yeah...

Crap.
What??
There's someone over.

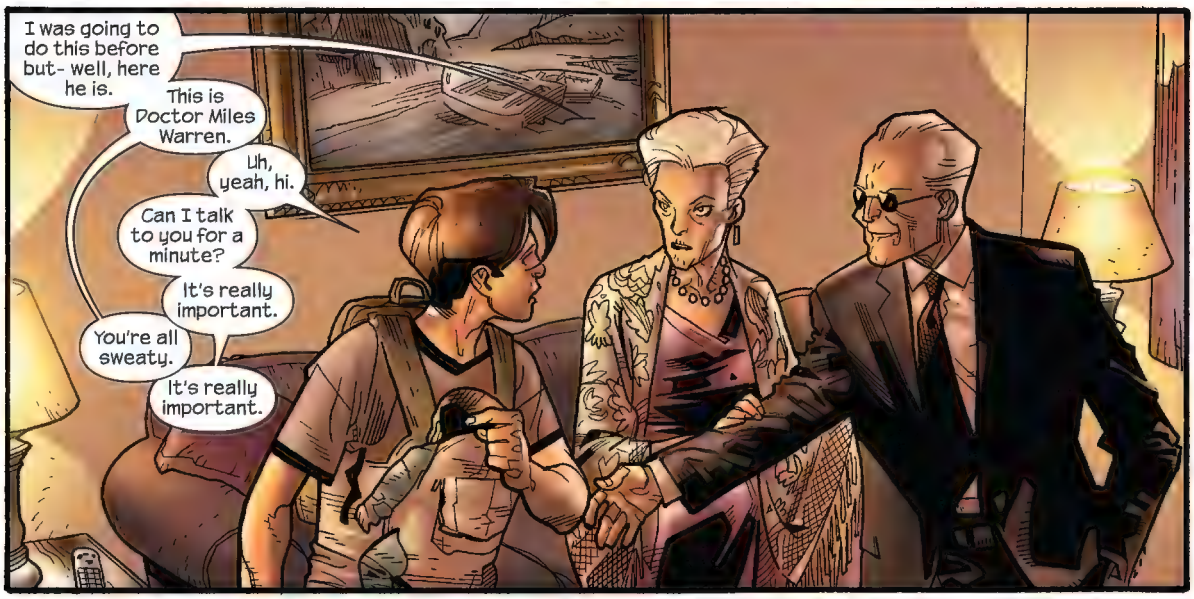
Is it him??
No.
What if it's him??
He's on TV. It's not him.
We go in. But be cool.
Your aunt knows your secret. What are we going to tell my-??
MJ!!


MJ, GET IN THE CAR!!
Mom.
Get in the car, right now!!
Norman Osborn is on TV. He's out and he's coming back.
We're getting out of town.
RIGHT NOW!!

She's right. Go.
For once she's right.
Go.
What are you going to do??
I don't know.
I love you.
I love you too.

That's because you let him talk to you that--

Sweety, you're home.
Great.
I, uh, I have someone I want to introduce to you.

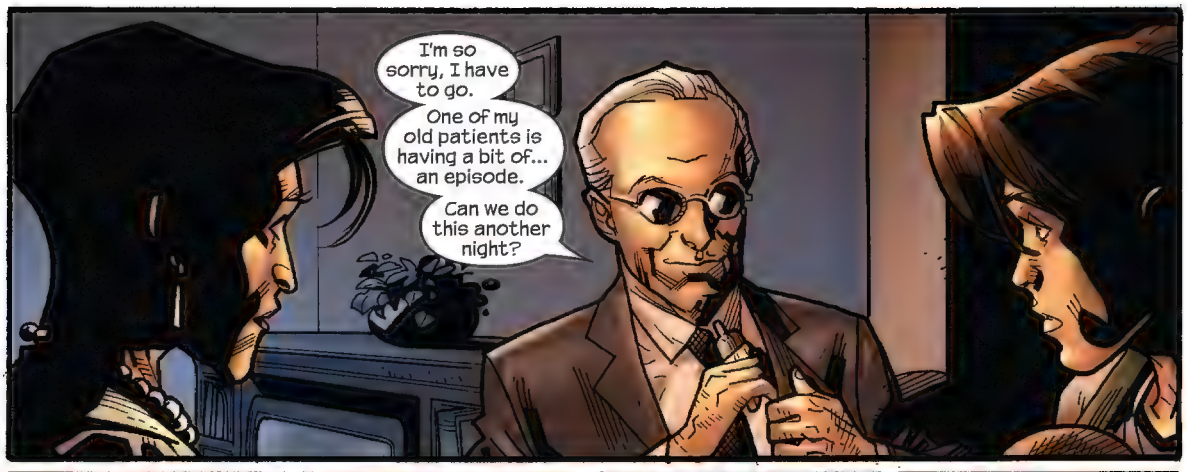

I was going to do this before but- well, here he is.
This is Doctor Miles Warren.
Uh, yeah, hi.
Can I talk to you for a minute?
It's really important.
You're all sweaty.
It's really important.

That was this close to rude.
Norman Osborn escaped from prison and he's on TV making a real circus of things.

Does he *know* who you really are??
Yes.
Did he *tell* everyone??

Oh, I- I don't know.
As soon as we saw him we ran over.
What channel??
It doesn't matter. You have to get somewhere else. Somewhere safe.

Where?
Anywhere but *here.*
Go to a hotel. Go anywhere but here.
Oh my God.
Like now!
What do I tell Miles?
May!


I'm so sorry, I have to go.
One of my old patients is having a bit of... an episode.
Can we do this another night?

Uh, yes.
You're not mad.
Not at all.

Well, it was nice meeting you, Peter. I hope whatever's going on works out for you.
Yeah, uh, thanks.
I'll call.

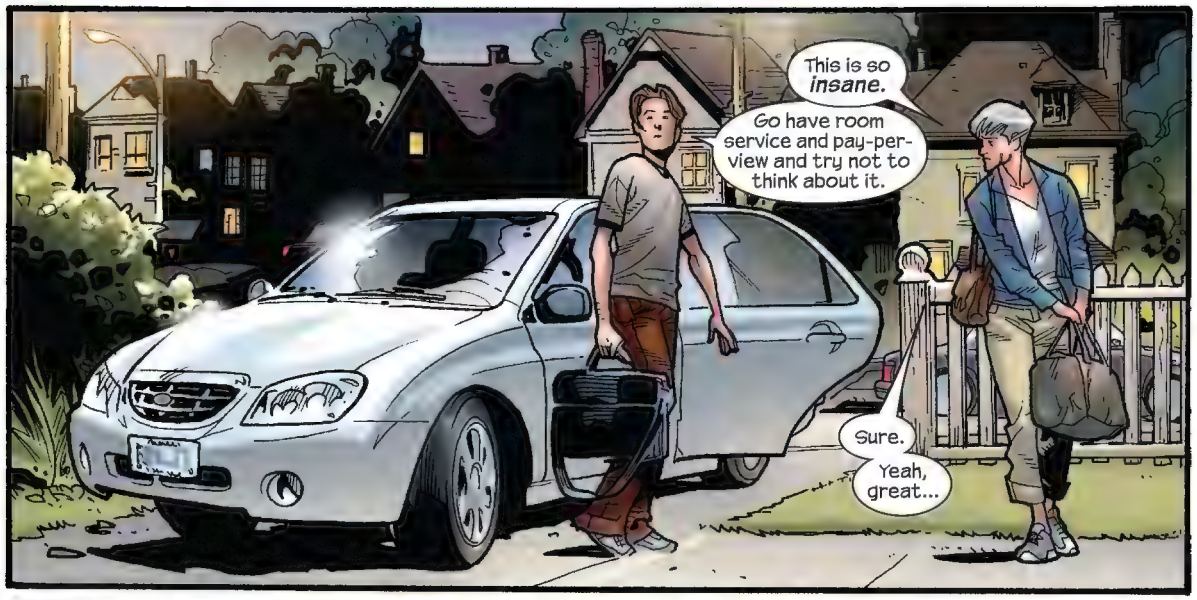
Well, that was lucky.
If by "lucky" you mean "there's a mutated insane person stalking our lives."
Okay, let's pack and go.
You pack, you go.
I'm going to stay and try to deal with this.

No, you come with me.

It only stops if I'm there to stop it.
The authorities--
Aunt May, I have to do this. I have to.

Rrr...
I'm supposed to protect you.

And now... I'm protecting you.

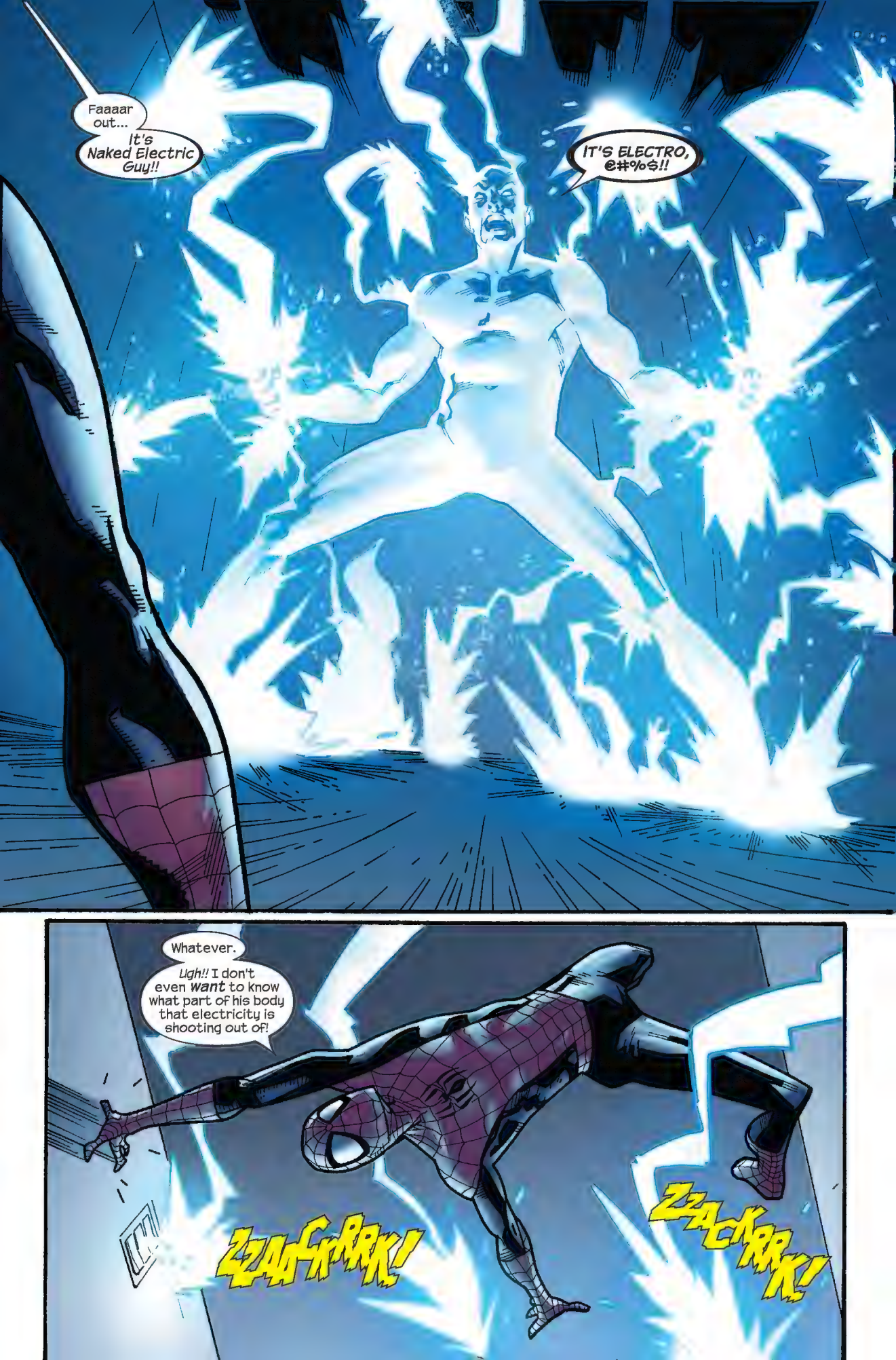

This is so *insane.*
Go have room service and pay-per-view and try not to think about it.
Sure.
Yeah, great...

And if you feel your heart... you know...
I know.
I have my meds.

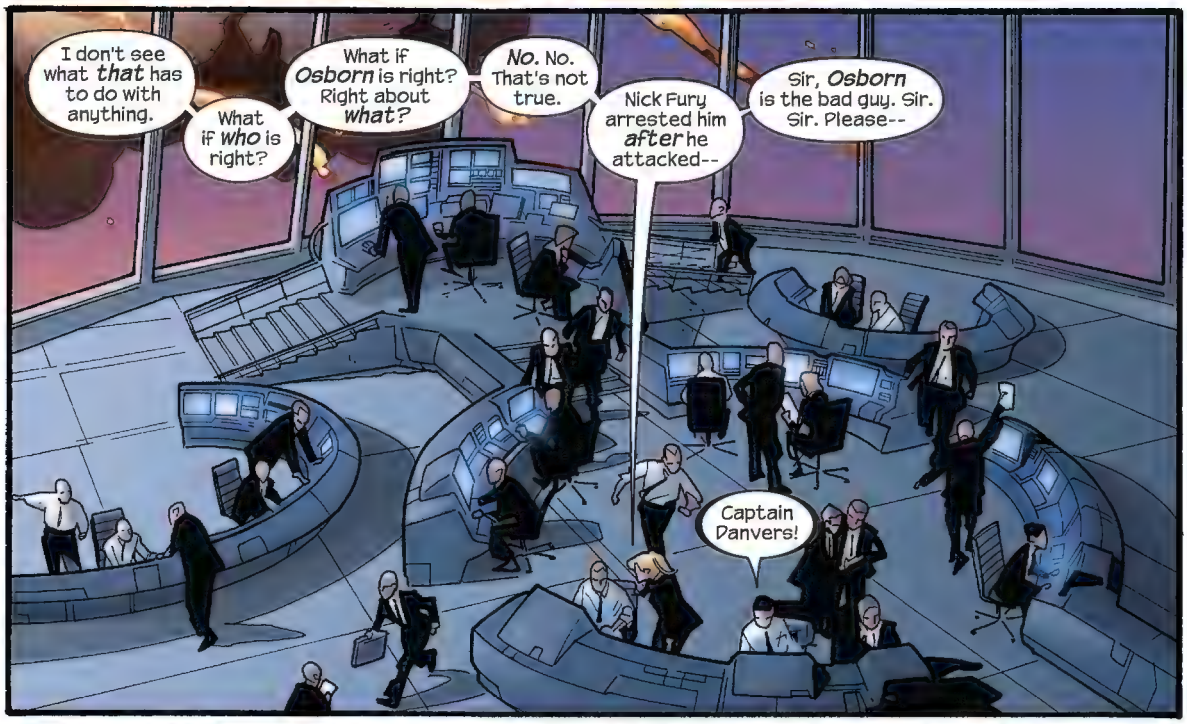
Osborn.

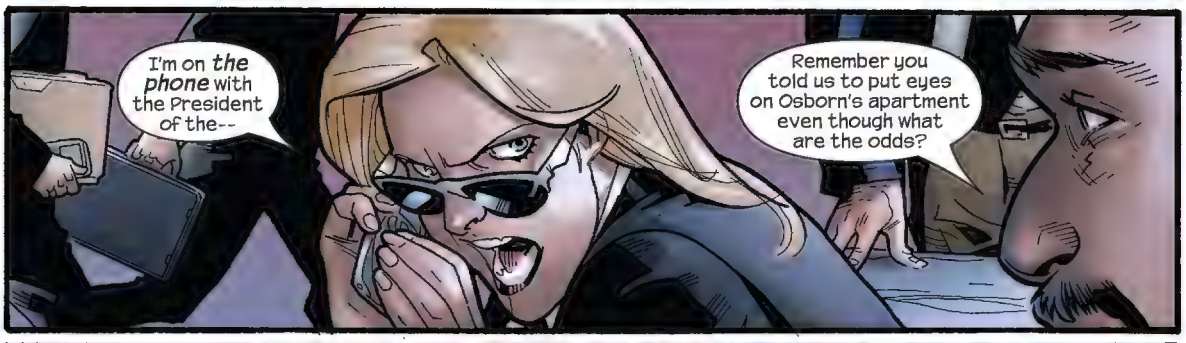
He's not on TV anymore. I lost my window there.
I know it's a long shot, but...
Let's see if he's home.
I *know* he's not. He's not *that* crazy...
But if I don't, at least, take a *peek*, I'll kick myself for not looking--
On the small chance he *is* that...
No.

Uh-oh.
Hey...
You're not Osborn.


Faaaar out...
It's Naked Electric Guy!!
IT'S ELECTRO, @#%$!!
Whatever.
Ugh!! I don't even *want* to know what part of his body that electricity is shooting out of!
ZZAA-CKRRK!
ZZACKRRK!

Mister President, we *had* Osborn's location.
We could have had him in custody right--


I don't see what *that* has to do with anything.
What if *Osborn* is right? Right about *what?*
What if *who* is right?
No. No. That's not true.
Nick Fury arrested him *after* he attacked--
Sir, *Osborn* is the bad guy. Sir. Sir. Please--
Captain Danvers!


I'm on *the phone* with the President of the--
Remember you told us to put eyes on Osborn's apartment even though what are the odds?

Well, we've got something...

You little son of a...
ZZCRASH!!
Hey, I was just here to see if Osborn wanted to subscribe to the *Daily Bugle*, no need to- wagh!!
ZZCRASH!
Eat me!
He's running away???
You're running away???

HEY!!
You forgot your dignity!
Can't even take a moment to--
Oh, come on!!
Will you just @#%$ off!!??
EMBASSY
Hey hey hey!!!
What's with the potty mouth??
ZZCCRASH!!
You can run around the city naked and try to electrocute me all you want--
But, please...
ZZCCRASH!!

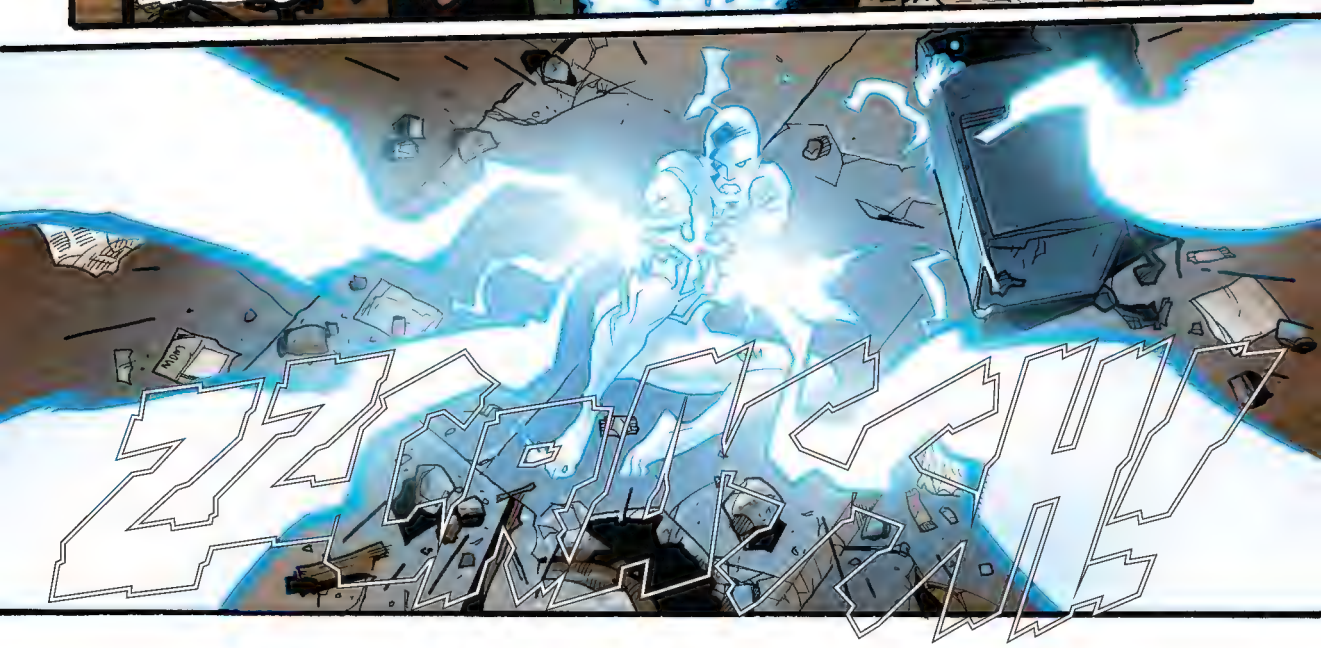
...try to do it with some class!!
SPOCK
ZZCRASH!
There!! DIE!!
AGH!!
Damn!!
ZZCRASH!
Aw, crap, where did he...??

CRACK
ZZCRASSH!
Agh!!
CRASH
Oof
SALE
Come on out here, you little brat!!
I want to finish my life without bumping into you every five--
Target identified??

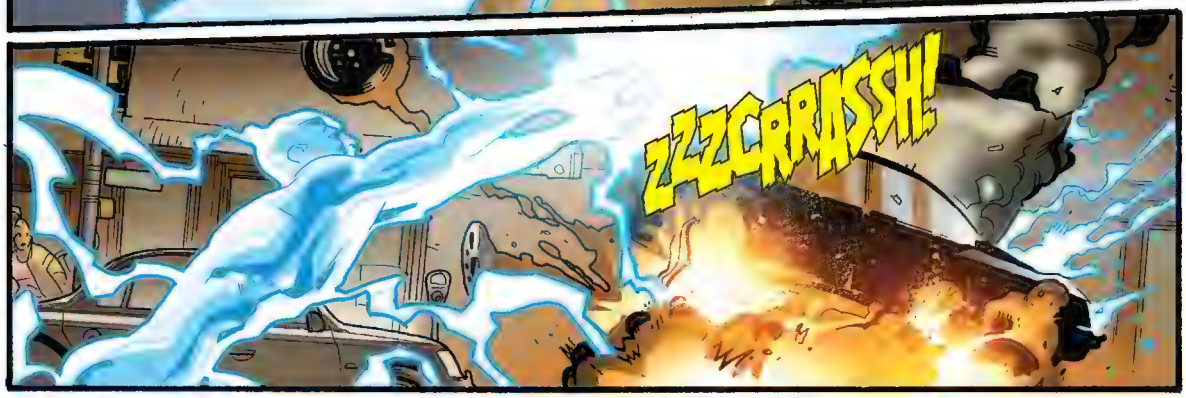
Target confirmed!
FIRE!!

SHASHOOM
SHASHOOM
SHASHOOM
SHASHOOM

AAAGGH!!
LOTTO

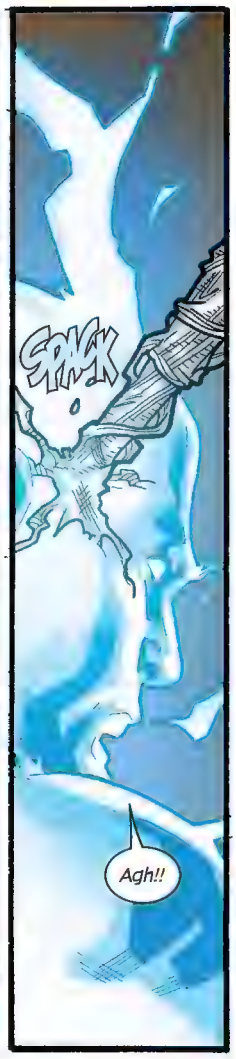

SMASH

Shields holding!!
Barely!!
Take it.


ZZZCRRASSH!

SHASHOOM SHASHOOM
SHASHOOM
HOTEL
HRRRGGHH!!!

Whoah!

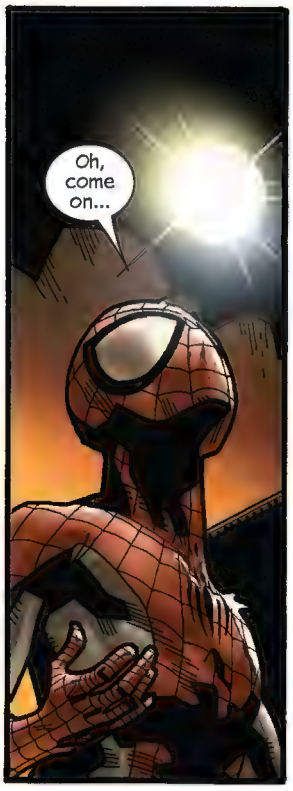

SPRACK
Agh!!

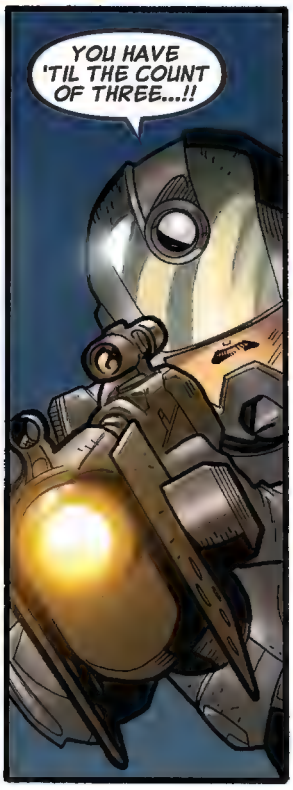
SHACK
You got it!!
Take the shot!!
SHASHOOH
SHASHOOH
Uh, let me get out of the way before you- agh!!
Thank you!!
Hey, I have a question...
...at a moment like this...
...when you kind of know the fight's pretty much over...
...you ever get the urge to just...
Hhuurraaggh!!
...I don't know...
...give up?
SHASHOOH
SHASHOOH
SHASHOOH

You're not going tooo AARRGGHH!!
SLASH
Whoah!!
I'LL KILL YOU ALL!!!!

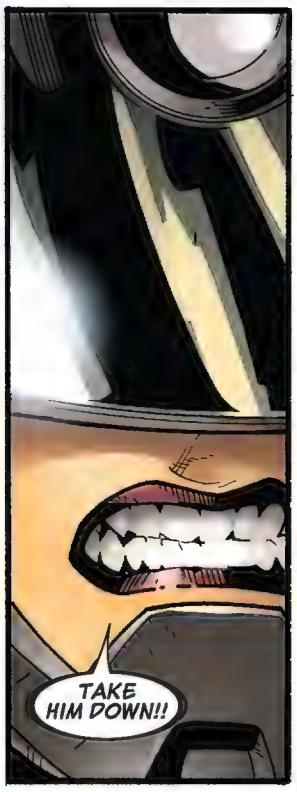
SHASHOOM
SHASHOOM
SHASHOOM
SHASHOOM
ZZTT
ZZTT
POP!!
Ggkk!!

Well, that could have gone worse.
I don't know how...
GET ON YOUR KNEES!!

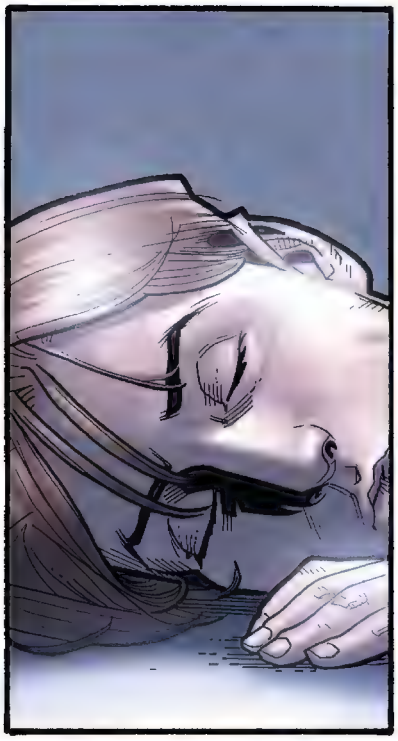

Oh, come on...


YOU HAVE 'TIL THE COUNT OF THREE...!!

No.
1!!
No!!
2!!
I want to talk to Nick Fury. I want to talk to--


TAKE HIM DOWN!!

SPIDER-MAN
You people are in a lot of--
AAGGHH!!
Target down.
Well, all right.



Hello?

To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
115
BENDIS
IMMONEN
von GRAWBADGER
PONSOR
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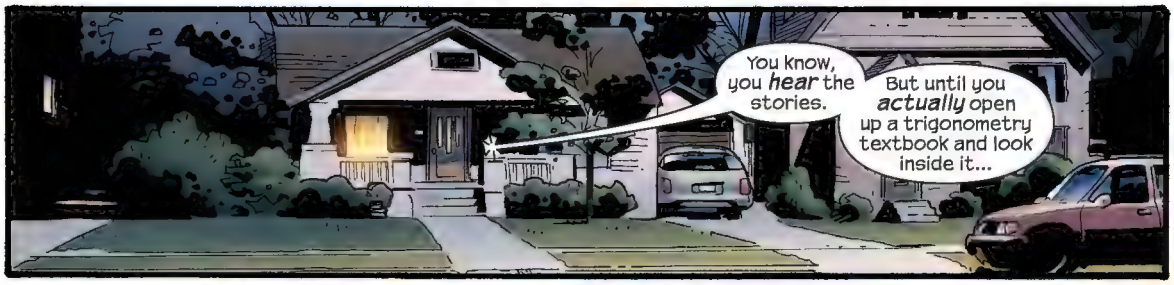
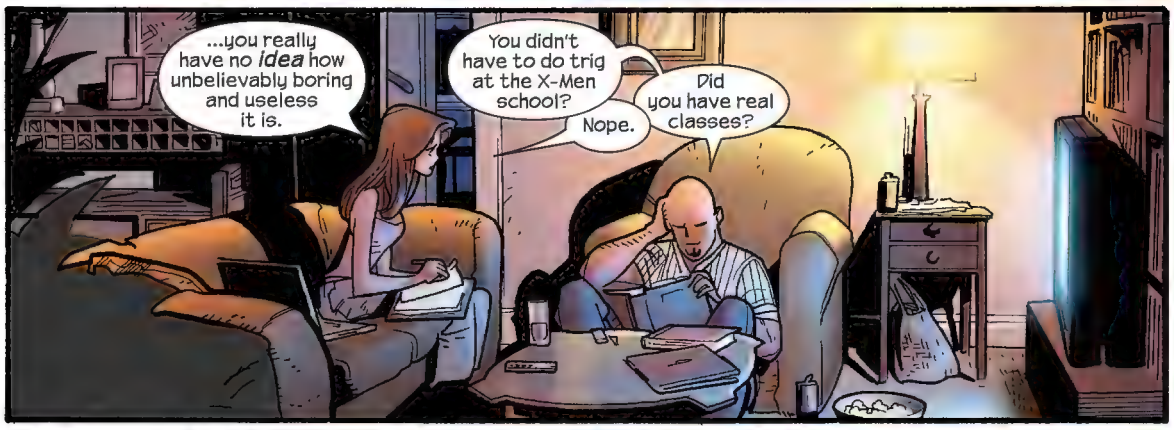
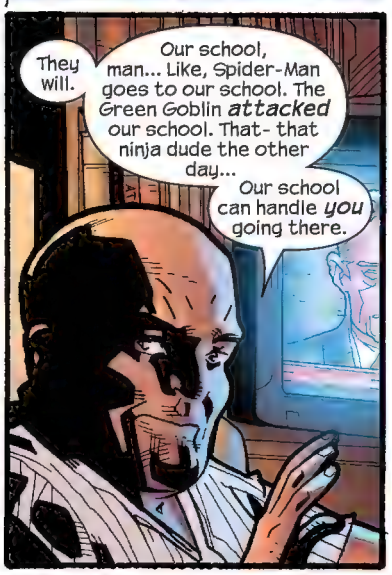

You know, you *hear* the stories.
But until you *actually* open up a trigonometry textbook and look inside it...


...you really have no *idea* how unbelievably boring and useless it is.
You didn't have to do trig at the X-Men school?
Nope.
Did you have real classes?

We were *supposed* to...
But hey, Kitty, you got to kick Magneto's tuchas instead.
That *did* take a dent out of the semester.

Hey, Kenny, Thanks for helping me with this.
Uh, no problem.
It was cool and it was cool for you to be a friend to me.

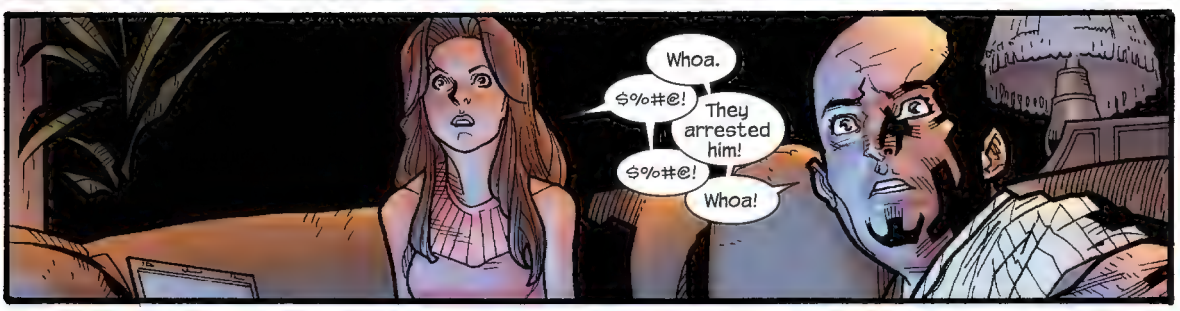
I can't believe how *I'm* the circus freak now.
(I *really* was protected at Xavier's school.)
They'll get used to you.
Doesn't feel like it.


They will.
Our school, man... Like, Spider-Man goes to our school. The Green Goblin *attacked* our school. That- that ninja dude the other day...
Our school can handle *you* going there.

I think all that's the *reason* everyone is *doubly* scared of me.
They'll get over it.

Oh my God...

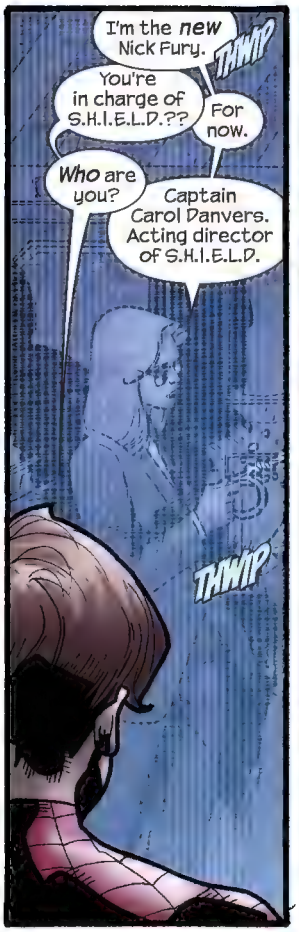
--hero Spider-Man has been taken into custody.
This exclusive footage clearly shows Spider-Man being led away by agents of S.H.I.E.L.D.
We are waiting for word on what exactly--
SIEGE. SPIDER-MAN ARRESTED, NORMAN OSBORN MAKES RARE TV APPEARANCE.

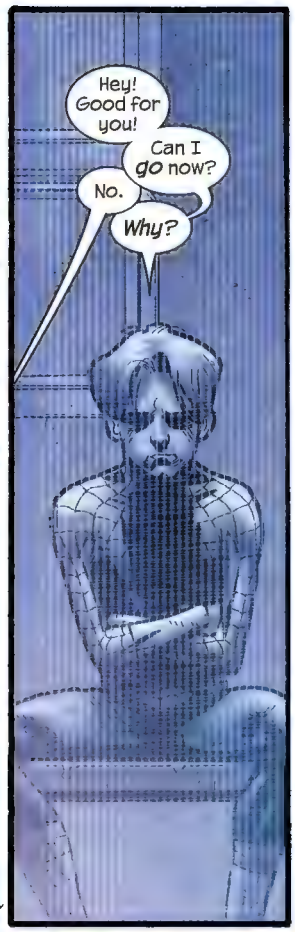

Whoa.
$%#@!
They arrested him!
$%#@!
Whoa!

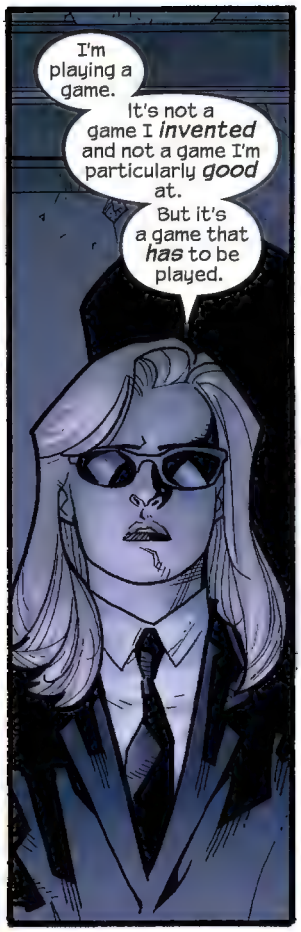
You know who he really is, right?
Ugh!
You guys, like, dated? Or...
Uh, I gotta go take care of this.

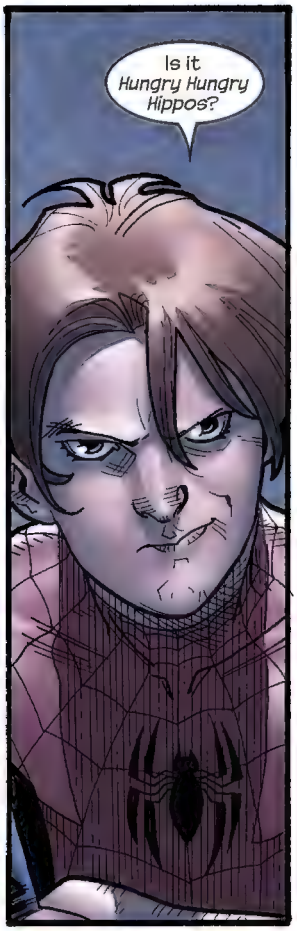
You do?
Like, now?
I do.
Uh, can I kick you out without being rude? And we can do this tomorrow?
What are you going to do?

The Triskelion, S.H.I.E.L.D. Headquarters.
Hello?
Mister Parker.
It's a pleasure to meet you without the mask.
Where's Nick Fury? I want to talk to Nick Fury!!
Nick Fury's not here. As you may have heard.
I didn't do anything.
We'll see.
Ugh!! Can a day go by without someone else knowing my real name??!!
One day. Just one day.
You should keep your mask on, then.
THWIP
Hey, the web fluid is expensive.
Web fluid. It's fluid?
THWIP
Who are you??

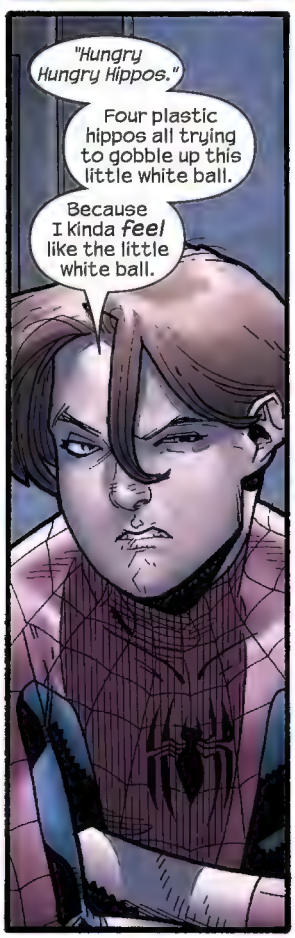

I'm the new Nick Fury.
THWIP
You're in charge of S.H.I.E.L.D.??
For now.
Who are you?
Captain Carol Danvers. Acting director of S.H.I.E.L.D.
THWIP

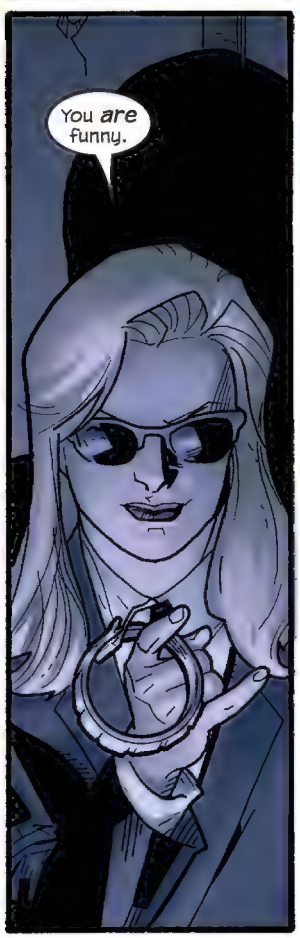

Hey! Good for you!
Can I go now?
No.
Why?


I'm playing a game.
It's not a game I invented and not a game I'm particularly good at.
But it's a game that has to be played.


Is it Hungry Hungry Hippos?

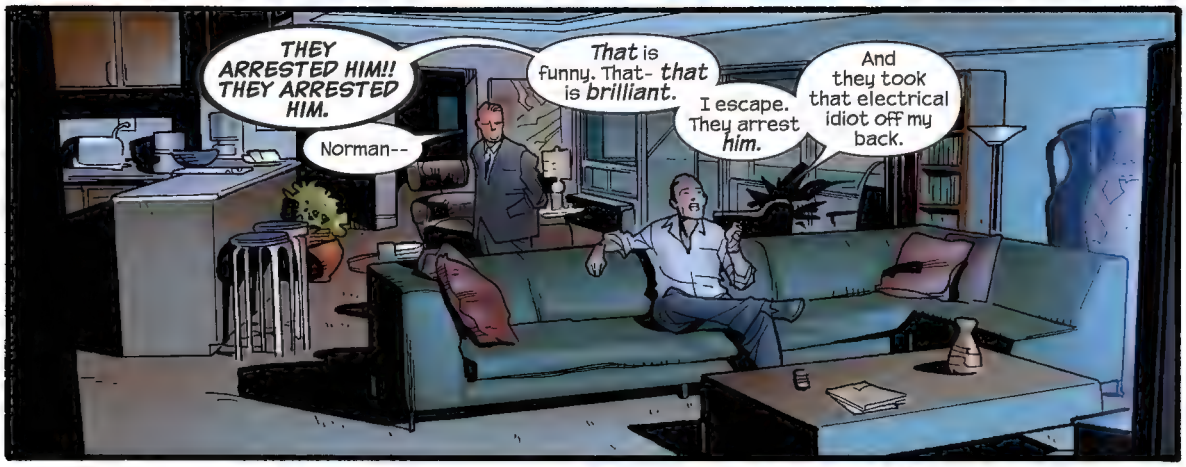
What?


"Hungry Hungry Hippos."
Four plastic hippos all trying to gobble up this little white ball.
Because I kinda feel like the little white ball.

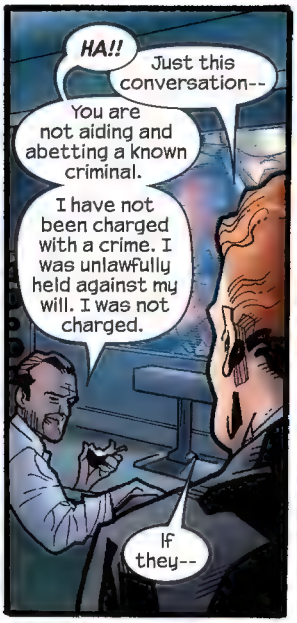

You are funny.

Yeah, I'm cracking myself up.
Seriously, what's the game?

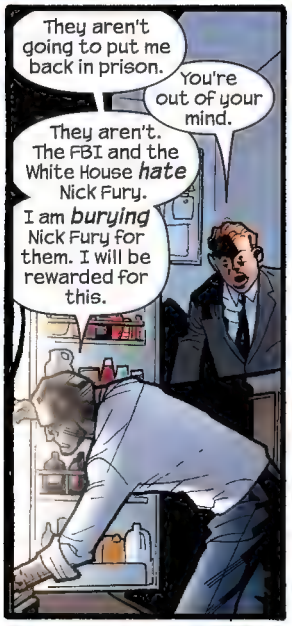
A Manhattan condo.
Spider-Man has been taken into custody.
This exclusive footage clearly shows Spider-Man being led away by agents of S.H.I.E.L.D.
We are waiting for word on what exactly--


THEY ARRESTED HIM!! THEY ARRESTED HIM.
Norman--
That is funny. That- that is brilliant.
I escape. They arrest him.
And they took that electrical idiot off my back.

Norman, I'm your lawyer...
Listen to me. Give yourself up to the authorities.


HA!!
Just this conversation--
You are not aiding and abetting a known criminal.
I have not been charged with a crime. I was unlawfully held against my will. I was not charged.
If they--

Norman, you're an enemy of the state. You've made a point. You went on TV and did your business- but there is nothing keeping you out of prison but your own--

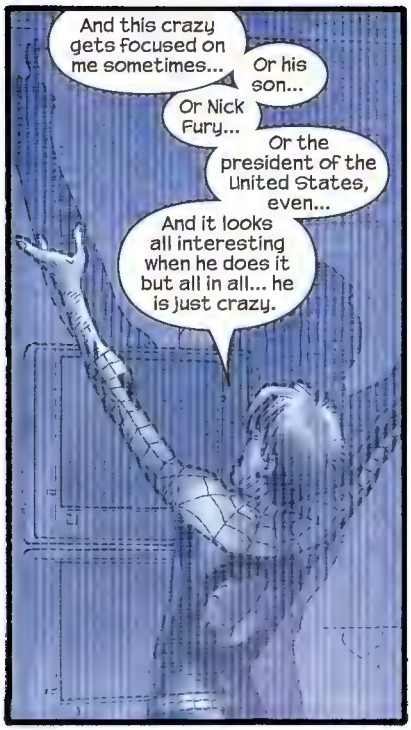

They aren't going to put me back in prison.
You're out of your mind.
They aren't. The FBI and the White House hate Nick Fury.
I am burying Nick Fury for them. I will be rewarded for this.

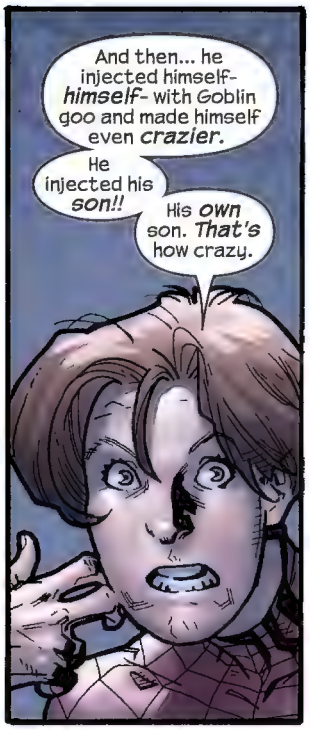
They may hate him... but they hate you, too.
Oh, and I need my money.

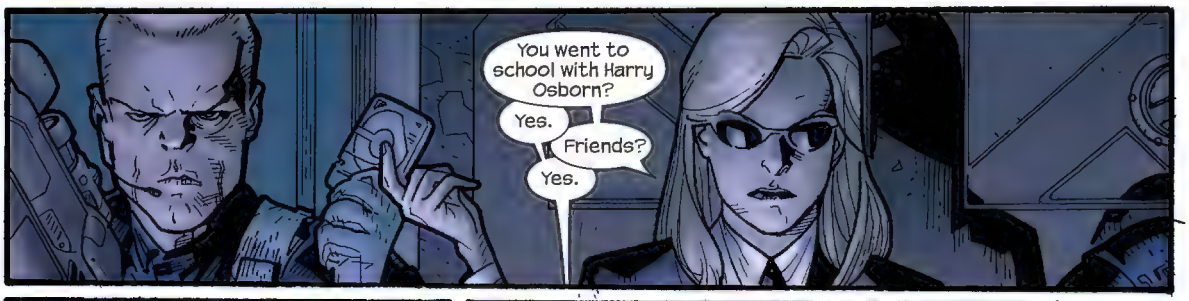
I'm not helping you, Norman.
Out of the sheer self-preservation of it.
A trait *you,* of all people, should respect.
I am *not* helping you anymore.
So you don't *have* my money.
Norman.
You *stole* my money.
Norman, give yourself up.
Then you better give me *your* money.
You're- you're making this very difficult.
Difficult.
What's difficult... is how they are going to *identify* you.

What was your deal with Nick Fury, anyhow??
THWIP
My deal?
THWIP
You had a deal.
He- it was complicated.
But on its best day, he was letting me go on with my life and graduate high school...
And then?
And when I graduated I would maybe join the Ultimates or whatever.
Is that what you want to do when you grow up?
At this point I'd settle for just *growing up.*
Yeah. Uh-huh.
So you go to high school. You have a girlfriend. Parents are dead. Clones. You have clones.
Had.
That must be weird, huh?
Yeah, you could say that.
What- *why* am I here? Where *is* here??
It's the Triskelion. You're in New York. You're safe.
Yeah. Safe.
I'm trying to figure out what I'm going to do with you after Osborn is taken care of.
Do with me?
Powers, mutants. The rules are being written. But now, no real rules yet.
Oh, I have an idea.
Why don't you let me out of here, let me go back to school and back to my life- and if anything Gobliny comes by, I'll give you a call.
What is the deal with Norman Osborn anyway?
(Oy.)

Well...
(how can I put this...?)
HE'S CRAZY!!!
You can examine it up and down and all around all you want.
You can look at it from a sociological, economic, even political level.
But any way you look at it... he is just plain ol' out of his gourd!!
(Whatever a gourd is.)


And this crazy gets focused on me sometimes...
Or his son...
Or Nick Fury...
Or the president of the United States, even...
And it looks all interesting when he does it but all in all... he is just crazy.


And then... he injected himself- himself- with Goblin goo and made himself even crazier.
He injected his son!!
His own son. That's how crazy.


You went to school with Harry Osborn?
Yes.
Friends?
Yes.

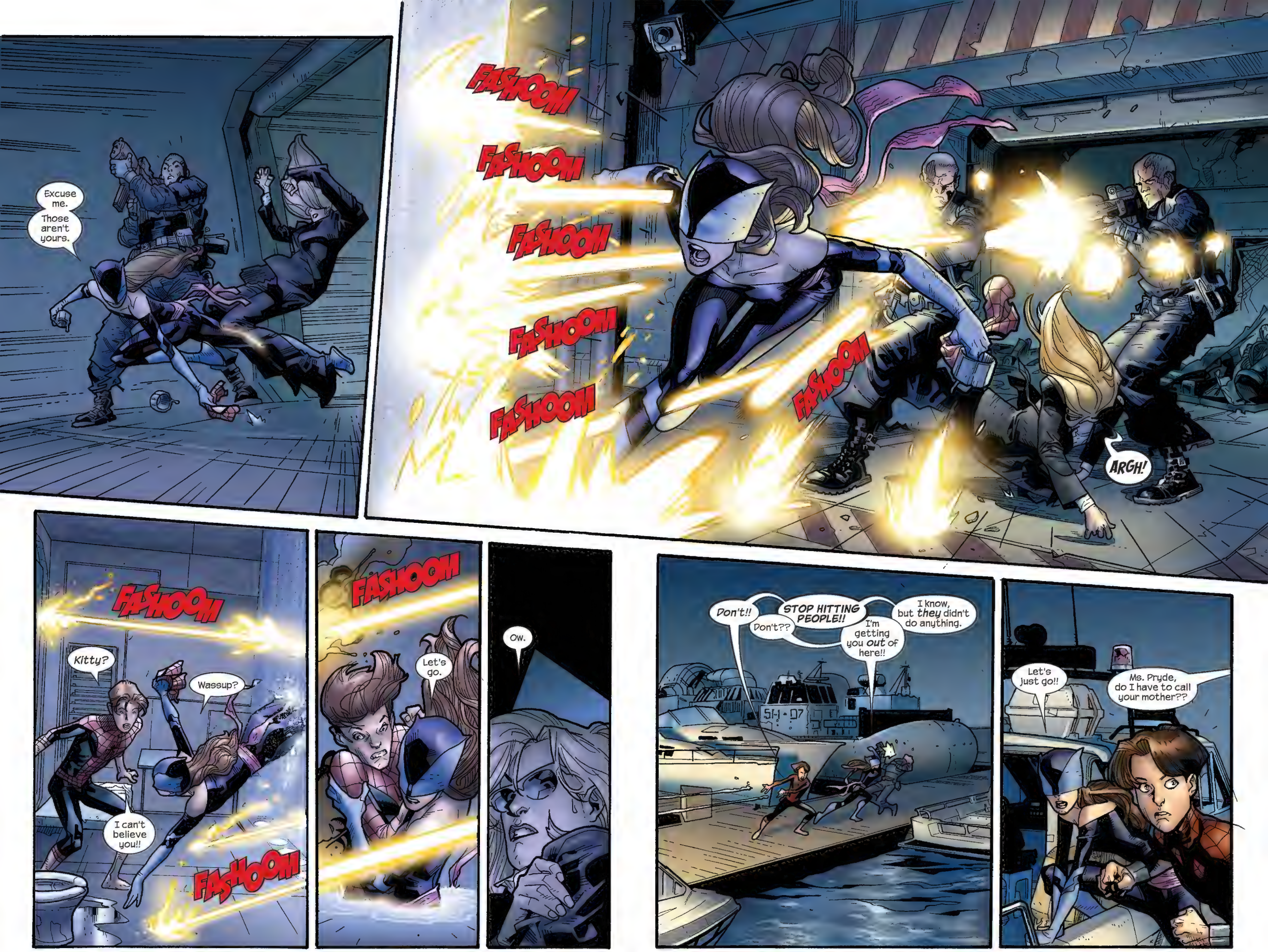
That's how you know Norman.
Yes.
Why did you go to Osborn's apartment tonight?

"Why?" I was trying to do what I could to help you.
Why?
Because I can.
And if I didn't at least try, I wouldn't be able to sleep at night.

GLEE GLEE

Excuse me.
This is Danvers...

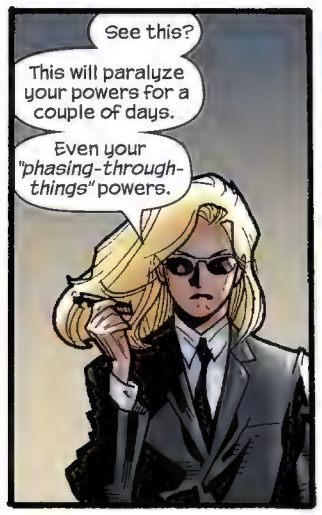
This is Agent Woo reporting from the Upper West Side of Manhattan and we got a thing here.
We got a high-rise penthouse burning. Local is on it.
And?
It belonged to Joseph Sinnott, attorney-at-law.
Dead lawyer, bummer.
Whose clients include--
Norman Osborn.
No one saw Osborn or anything Goblin go in or out, but...
If he used his powers, and it looks like he may have, the "eye in the sky" will be able to track the power signature trail.
Really.
I called the war room. They are already working on it.
CLIP
Okay, kiddo, game over. We need to...
AGH!!

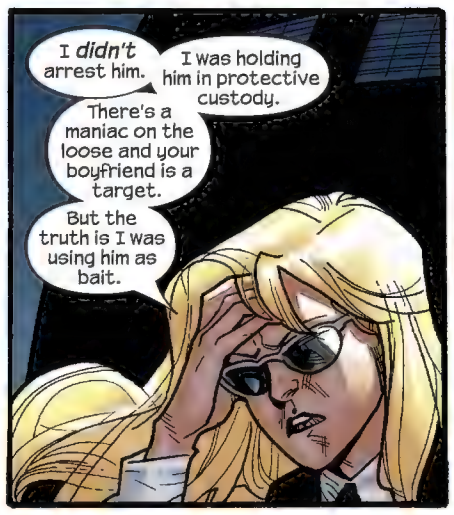

Excuse me. Those aren't yours.
FASHOOM
FASHOOM
FASHOOM
FASHOOM
FASHOOM
FASHOOM
ARGH!
FASHOOM
Kitty?
Wassup?
I can't believe you!!
FASHOOM
FASHOOM
Let's go.
Ow.
Don't!!
Don't??
STOP HITTING PEOPLE!!
I'm getting you out of here!!
I know, but they didn't do anything.
Let's just go!!
Ms. Pryde, do I have to call your mother??

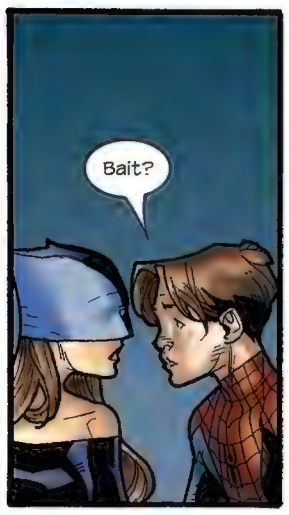
I'd call Xavier, but you're not there anymore. Correct?

I'm taking *him* and I'm *leaving!!*

You can't just *hold* people.







I want my money, Ernie.

Norman, please...
I know what I paid you when you were my accountant.
And you do not get to live like *this* on what I paid you.
Norman!
You and my lawyer took my money.
No. No. I-I-I have a *new* job.
I want my money.

Seriously.
Do I actually have to *hurt* your family in front of you?? To get *my* money??

N-Norman- I don't have your--

So that would be a "yes."
AAAIIIEEEEE!!!

FASHOOM!!
AARRGGHH!!
FASHOOM!!
FASHOOM
FASHOOM!!
FASHOOM!!

Oh my God!! Norman Osborn!!
Norman, is that you??!!
SMACK

AARRGGHH!!
What a small world! I can't believe this!!
Hi. Come with me, please!
Aaaiiee!!!

How've you been, buddy??
You look, well, green and Gobliny.

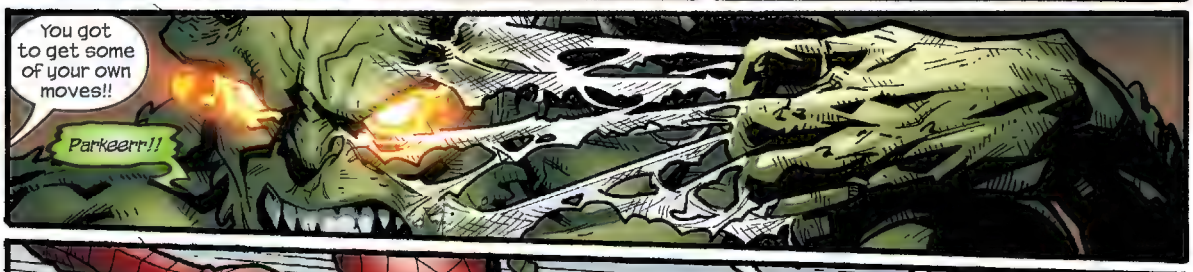
Uh, he's not down.
He *should* be down.
Well, shoulda, coulda...

HYYAAAGGGHH!
"Hyyaagghh??" That's hardly a "It's Clobbering Time"-level of catchphrase. All that time alone in your cell and THAT'S the best you could come up with??

Come on, Normy!
THWAP

This is all so "Octavius" of you!
Showing up in people's homes and trashing all their stuff.
SMACK

I want shooters at six, nine and eleven!!
If you get a shot, take it!!
(And try not to shoot each other.)

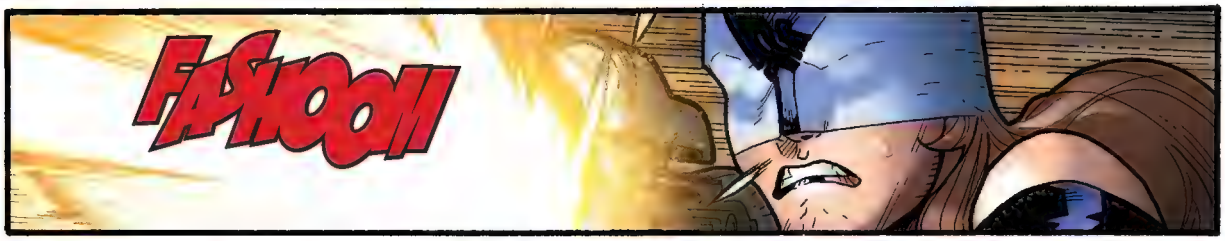

You got to get some of your own moves!!
Parkeerr!!

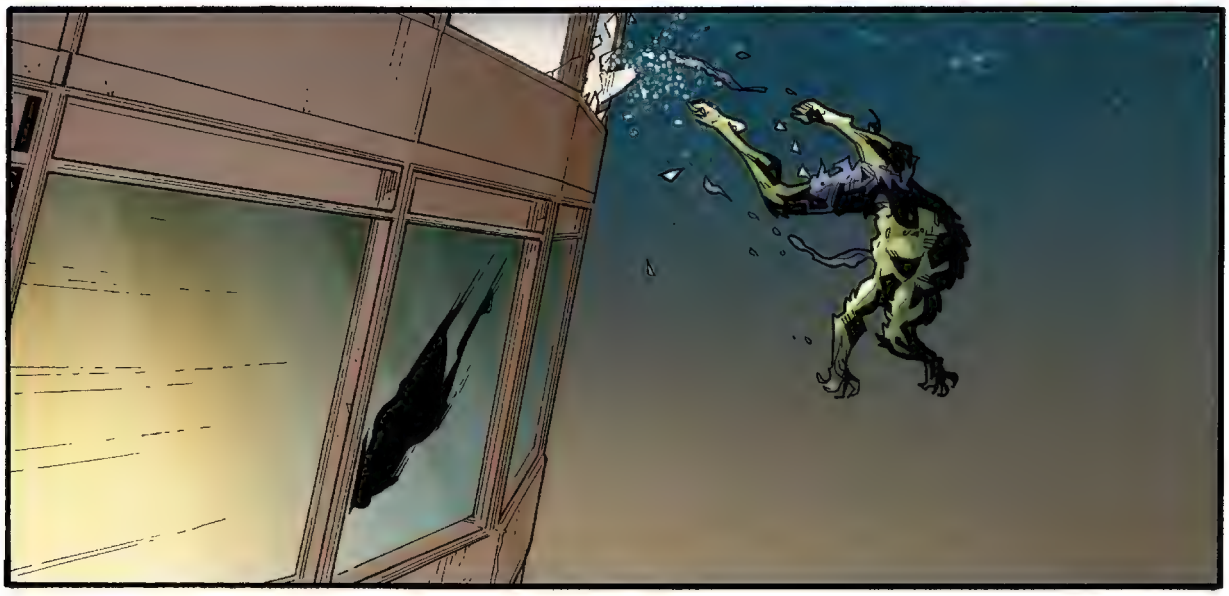
Some signature Normy moves.

Like me!
I have this new thing where I web your head, then punch you while you're distracted, so--
THWAP
Agh!!
Uh--
PSSS
PSSS
Parker!! This is not how you and I will--
What? I can't hear you with my fist in your face!!
SPOK
To tell you the truth, Normy, I kinda missed you a little...
Where else can I- oops!
HHURRAAGHH!

Crap.

FASHOOM
FASHOOM
FASHOOM
FASHOOM


FASHOOM



To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
116
MARVEL
BRIAN MICHAEL BENDIS
STUART IMMONEN
WADE von GRAWBADGER
JUSTIN PONSOR
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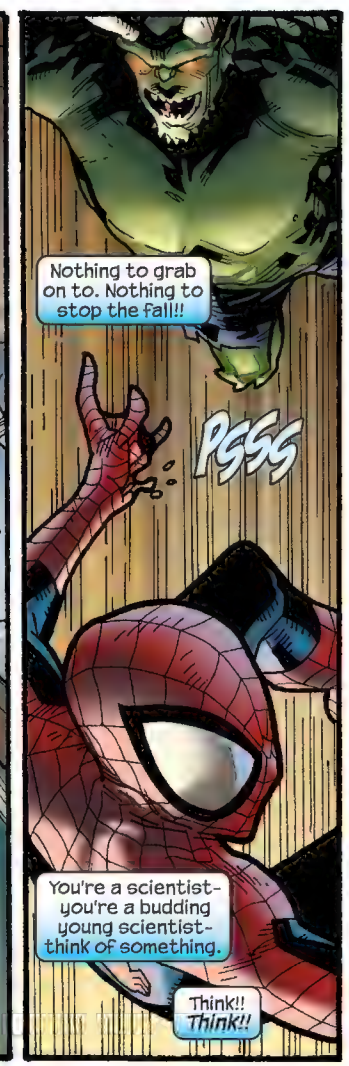
Uh.
This sucks.

OSBORN IS OVERBOARD!!
GO!!

AAHHH!!
PSSS
PSSS
No webs!!
Carol Danvers used up all my webs!!

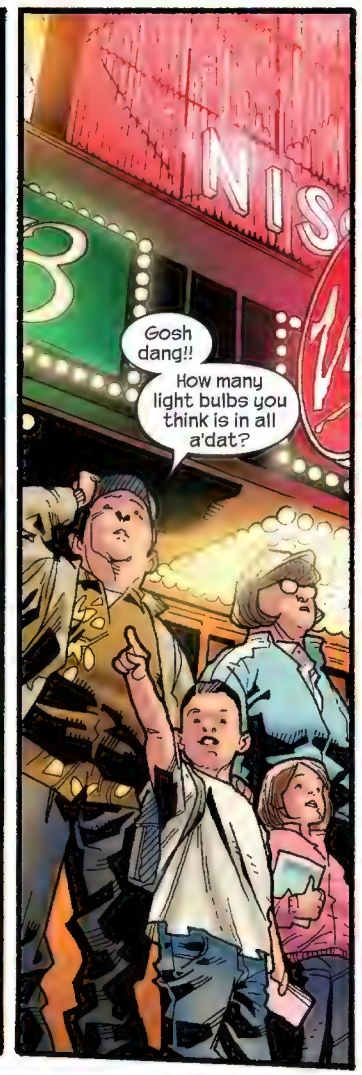
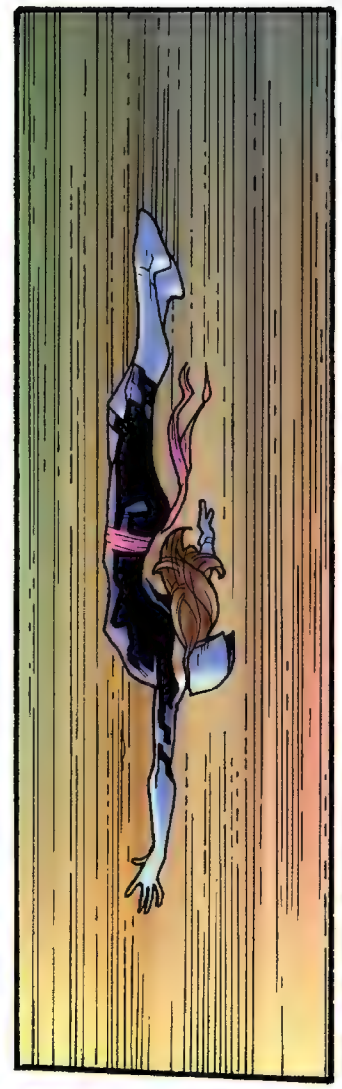
He's out of webs.

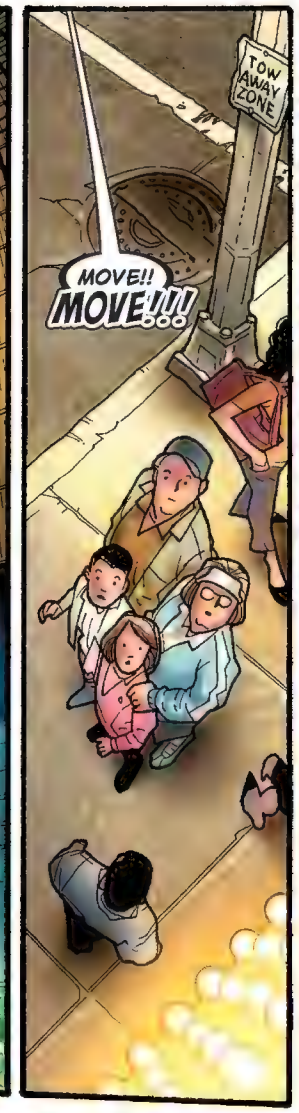
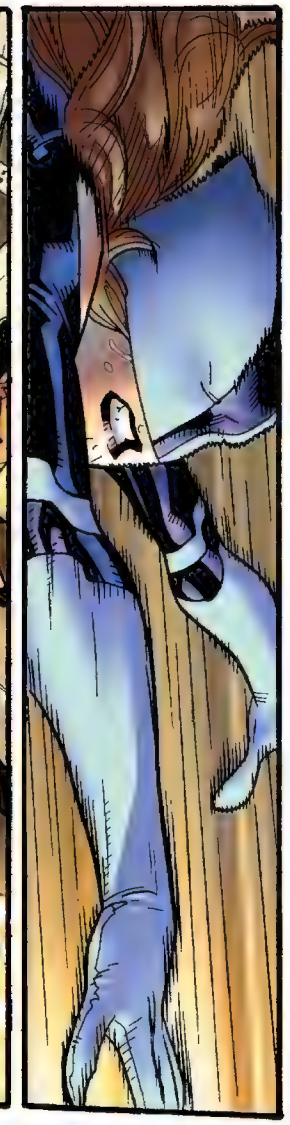

Nothing to grab on to. Nothing to stop the fall!!
PSSS
You're a scientist- you're a budding young scientist- think of something.
Think!! Think!!

I so wish I could turn off my spider-sense sometimes!!
I know I'm in danger!!
Thank you!

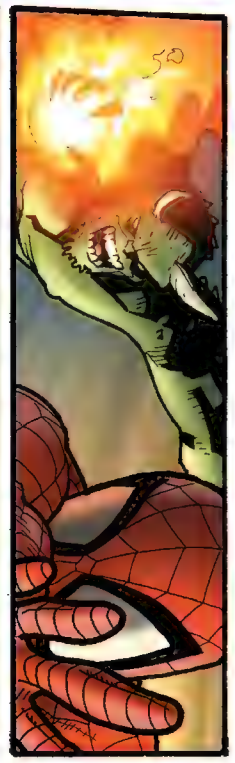
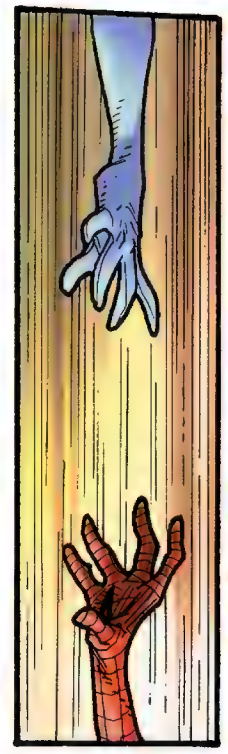
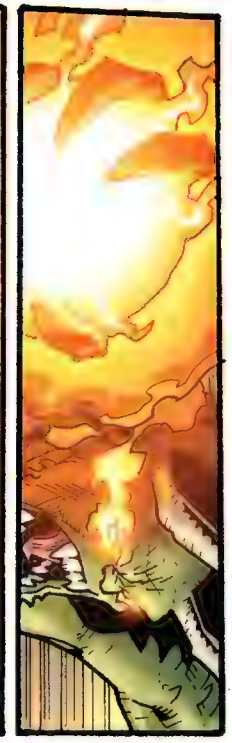
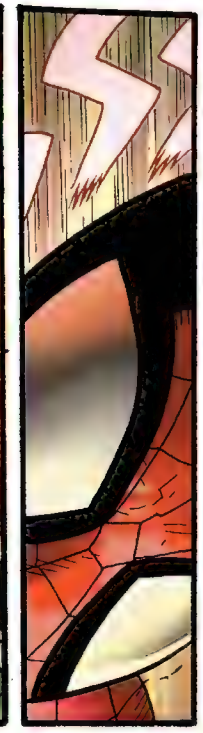
Think- think of-
Gravity!!
That's all I can think of!!
Gravity!!!!

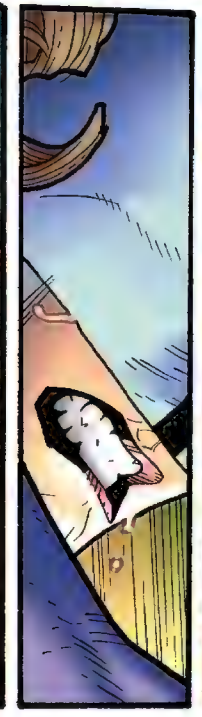
Physics!! Think of physics!!
Think of something other than gravity and splat!!

Oh my God...
The people on the street...

Gosh dang!!
How many light bulbs you think is in all a'dat?


Oh man, the people on the street!!!
Hey!! People!!
MOVE!!

TOW AWAY ZONE
MOVE!! MOVE!!!!


BUS LANE
BUSES & RIGHT TURNS ONLY



ROXY
JMC
BEOSO
EMBASSY

Uh.
What's that smell?

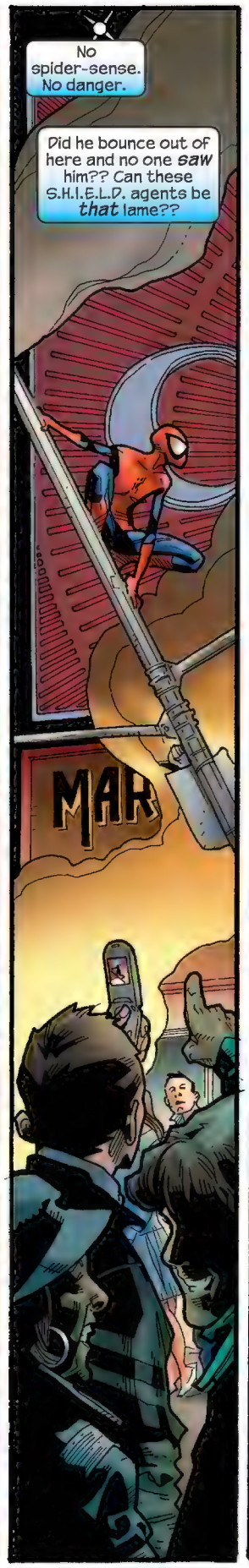
That would be *us.*
Are we dead?
We're in the sewer underneath the street.
We're not dead? Because I smell dead.

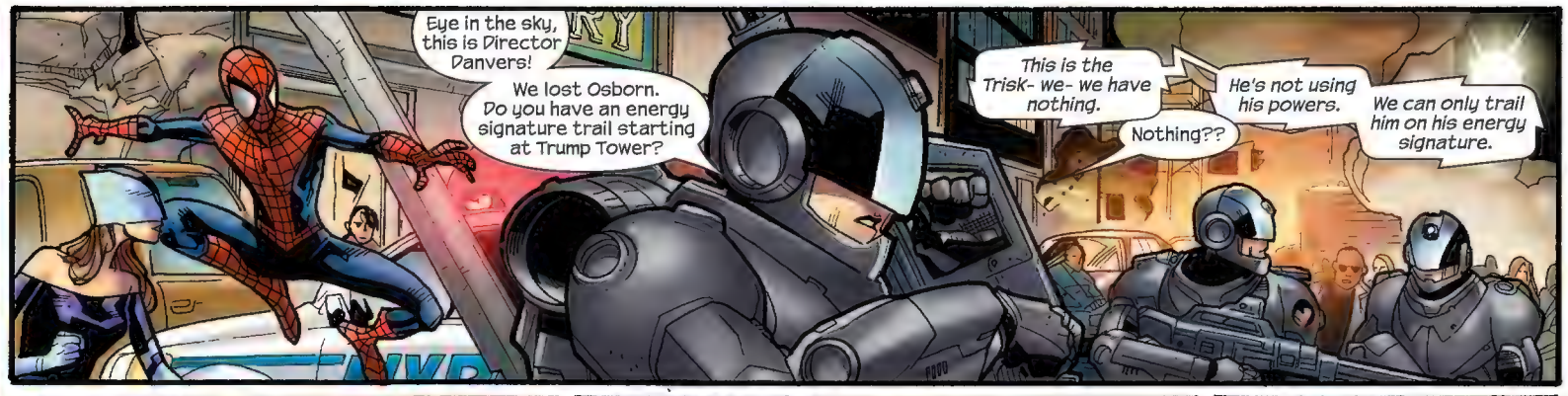
I phased you ÷*phew*÷ I phased you through the street at the last second.
You did that for me?
Don't make a thing of it.
You came to rescue me.
You've been kicking butt all night for me.

Let's just go up there and beat the holy green snot out of Osborn.
Hold on.

WHOA!!
Whoa you!!
On- on the ground!!
On the ground? We're in the ground.
DOWN ON THE GROUND!!! Hands in the air!!
Where's Osborn??
Dude!! I'm phasing right now!!
Which means that if you shoot at us, you'll be shooting through me and at your pal behind me...and vice versa.
Weren't we agents of S.H.I.E.L.D. like two seconds ago??
Weapons down!! Osborn!
We want Osborn!
Where is he?
That's a very good question!! Where is he??
He- he crashed, Agent Danvers.
Director Danvers. Yes, and...???
And he flew over there. He- he bounced.
Bounced. And...???
And he, I dunno, he disappeared.
Disappeared??
FIND him!!!

Where *is* he??
One minute he's there and the next he isn't??


No spider-sense. No danger.
Did he bounce out of here and no one *saw* him?? Can these S.H.I.E.L.D. agents be *that* lame??
MAR


Eye in the sky, this is Director Danvers!
We lost Osborn. Do you have an energy signature trail starting at Trump Tower?
This is the Trisk- we- we have nothing.
Nothing??
He's not using his powers.
We can only trail him on his energy signature.

It stops right where you're standing.
We're looking at you on satellite now.
I'm not looking for *me!!!*
You know what?
Let's go.
Oh! Okay.

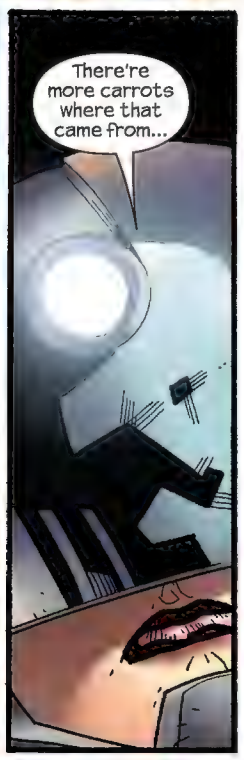
Excuse me??
We're leaving.
I need your help!!

You had it!!
And then you put me in jail and dangled me in front of Osborn like a carrot and *still* I helped you.
And then the second I turned my head you *lost the bad guy!!*
Oh, and you used up all my web fluid being a wise guy and if I *had* it I would have been able to avoid, well...

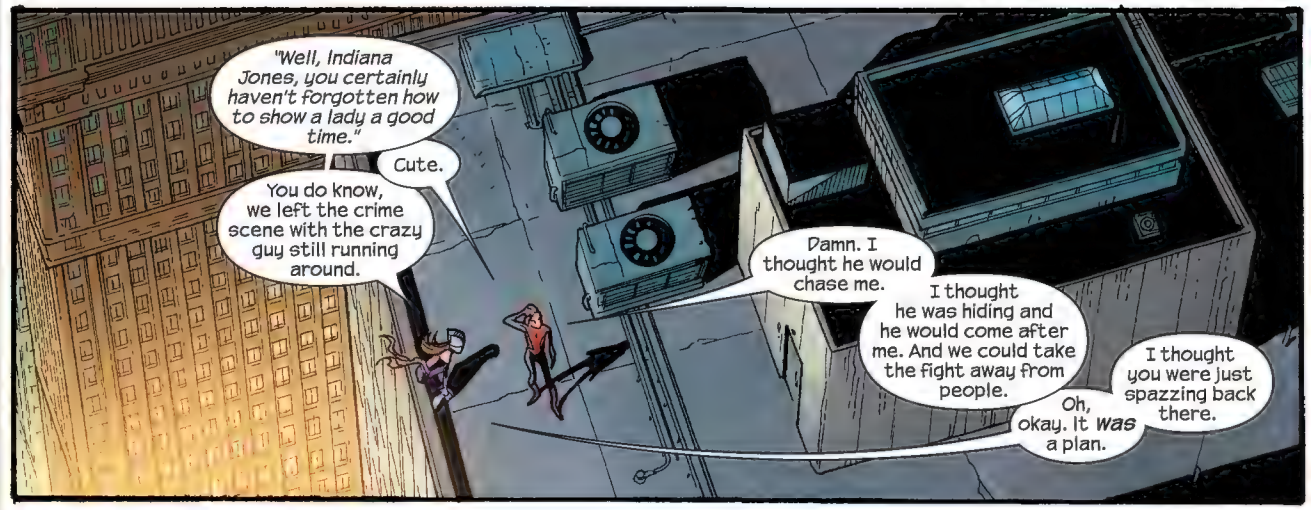
ALL OF THIS!!!

Where are you going? He's out there!!
We're going home.
We have school in four hours.
But Osborn...

If I see him, I *promise...*
I'll wait for Nick Fury to get back to the planet Earth and I'll call *him.*
Ouch.
Shall we?


There're more carrots where that came from...

Man, this is much more fun with the webs.
Yeah, no kidding.
And boy, do we smell.
And wet. Let's not forget the wet.

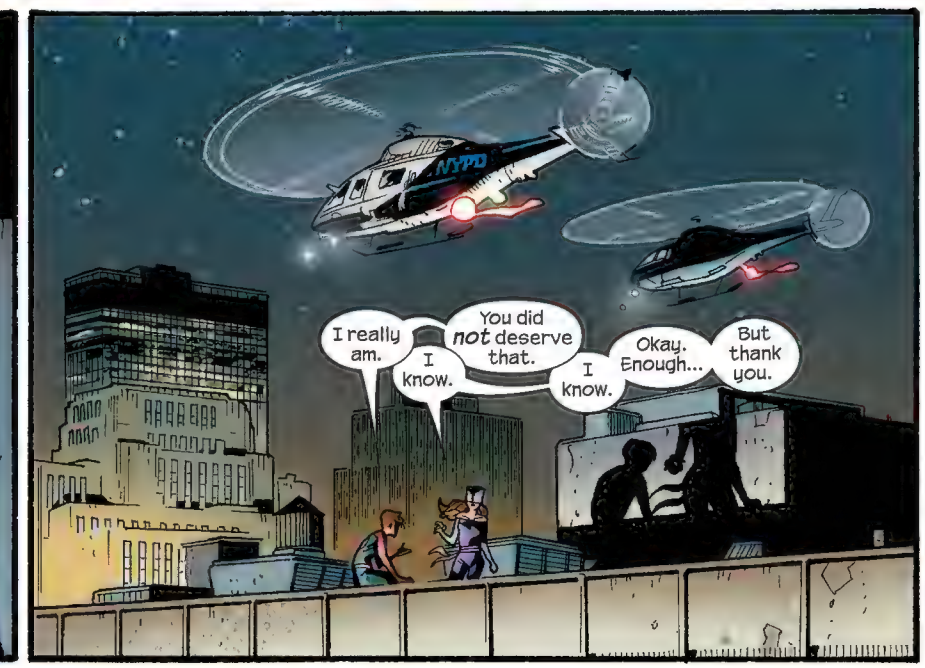

"Well, Indiana Jones, you certainly haven't forgotten how to show a lady a good time."
Cute.
You do know, we left the crime scene with the crazy guy still running around.
Damn. I thought he would chase me.
I thought he was hiding and he would come after me. And we could take the fight away from people.
Oh, okay. It was a plan.
I thought you were just spazzing back there.

A little of both.

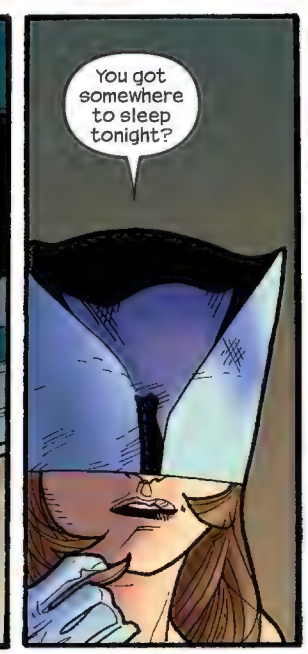
But you- you came to my rescue.
Yeah, yeah...
Very cool.
Seriously, don't make a thing of it.
What was I supposed to do?? You looked so lame on TV.

You know...
I'm so sorry we ended the way we did.

I know.

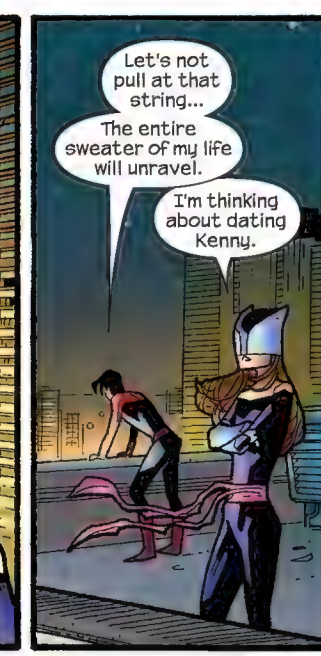

NYPD
I really am.
I know.
You did not deserve that.
I know.
Okay. Enough...
But thank you.

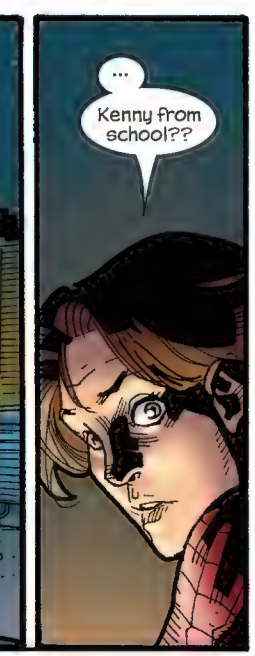
Where's MJ? Aunt May? We should get them somewhere safe.
They are somewhere safe. Where? I don't know. But safe...
Okay.
Osborn. I am so sick of this guy.
I hate that this always involves me and yet it always does...


You got somewhere to sleep tonight?

I'll sleep at home.
You want to sleep over?
Yeah, uh, no.
MJ isn't that cool.
No one is.

She'd rather you get pounced on in your sleep by Osborn?

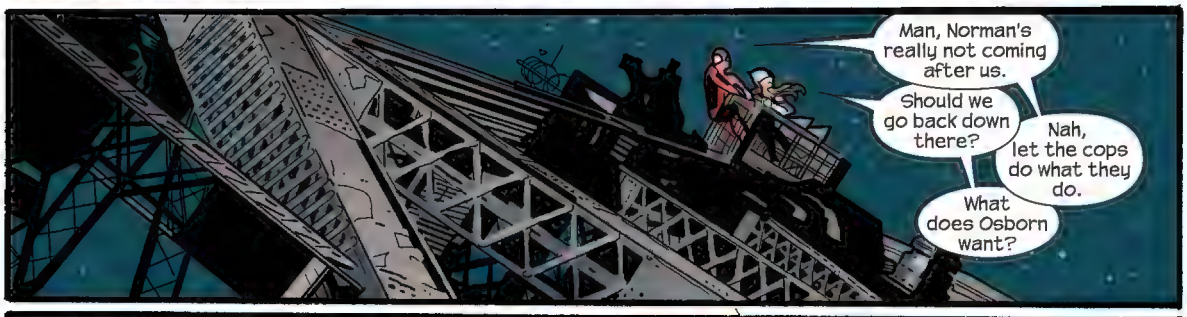

Let's not pull at that string...
The entire sweater of my life will unravel.
I'm thinking about dating Kenny.

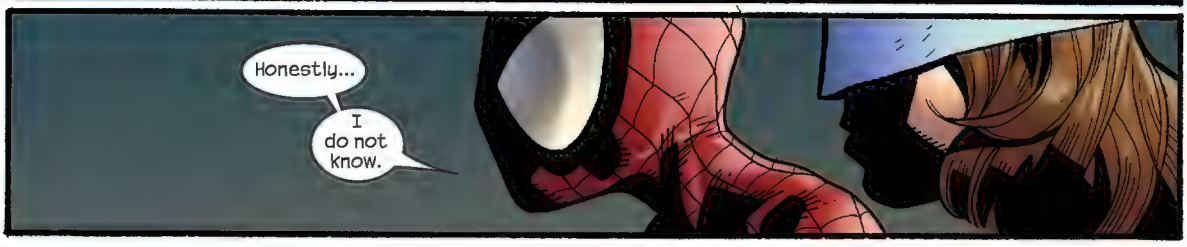

...
Kenny from school??

No, Kenny Rogers.
Good chicken.
Hop on.
Is he a good dude?
He *is*, actually.
I didn't say that to try to make you jealous.

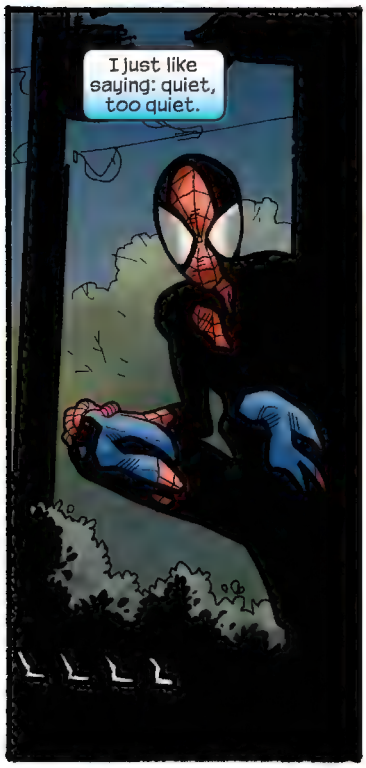
I know.
That's not how you are.
Seriously, is he a good dude?
Because I'm not in the mood for any more drama.
Yes. But he's got- what's the word for it..?

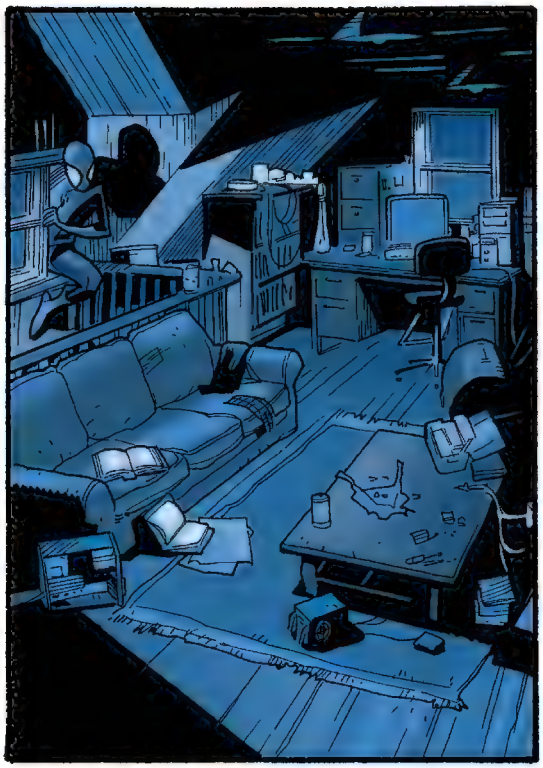
He's got sidekick-itis, a little.
What does *that* mean?
He lets his friends boss him around sometimes.
He hasn't come into his own. Not saying he won't, he just hasn't yet.
Well, I could use someone to boss around a little.


Man, Norman's really not coming after us.
Should we go back down there?
Nah, let the cops do what they do.
What does Osborn want?


Honestly...
I do not know.

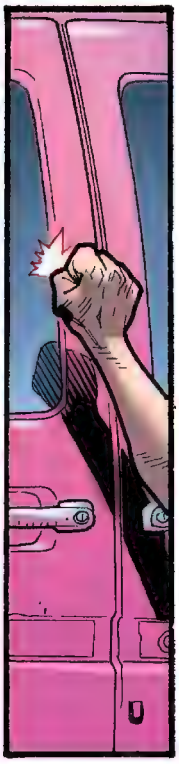
Forest Hills, Queens.
Huh.
Quiet.
Too quiet.


I just like saying: quiet, too quiet.

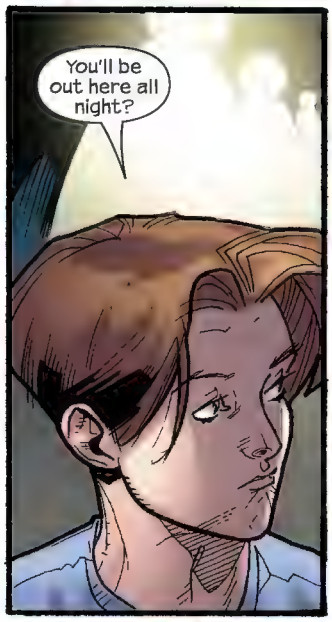


No way.
Man, my life is surreal tonight.

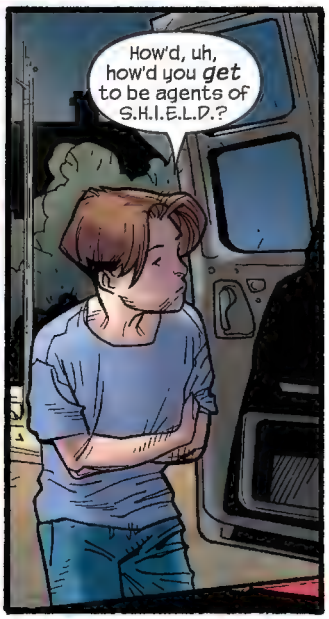
chips
POP CORN



Uh, hi. I thought you might want some snacks.
Uh, thanks.

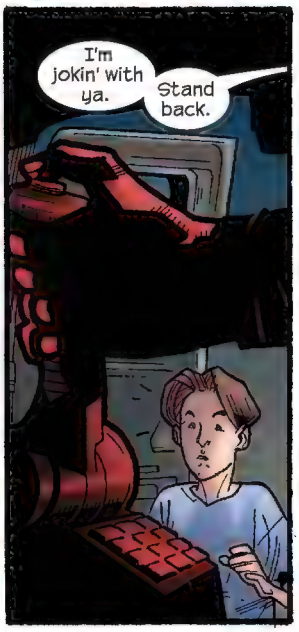

You'll be out here all night?

Uh, yeah.
Cool van. Well, at least I can get some sleep.
Thanks.
We're big fans of yours, actually.
(That's really unprofessional.)


How'd, uh, how'd you get to be agents of S.H.I.E.L.D.?

Just signed up.
Does it pay well?
No. But you get to see cool things and the pension's hot.
Cool toys.

Hell yeah, look at this.
What is it?
I have no idea.
What?

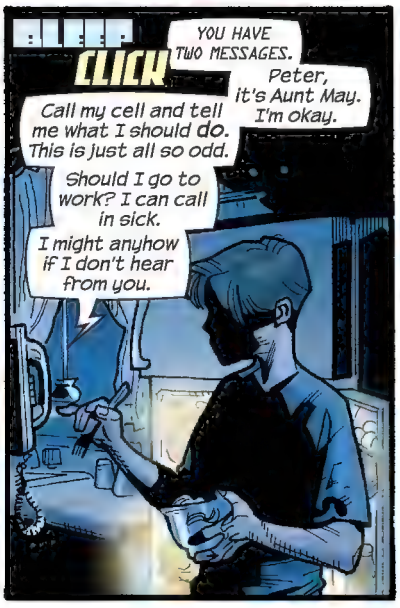

I'm jokin' with ya.
Stand back.

Okay.
That is cool.

It flies, too.
Seriously?
But we're not allowed to launch it without authorization.
Sucks.
Gives away the cover.

Sure.
Well, if you need to use the can or anything, feel free.
Awesome. Thanks, man. But we're good.
We can go in the armor.
Thanks for the grub, dude.

KLIK
YEL 441


SLEEP
CLICK
YOU HAVE TWO MESSAGES.
Peter, it's Aunt May. I'm okay.
Call my cell and tell me what I should do. This is just all so odd.
Should I go to work? I can call in sick.
I might anyhow if I don't hear from you.

Oh my God, Peter, it's MJ. You are all over the TV!!
What is going on?? We're in Jersey. We're okay. Call me. I- am- freaking- out!!

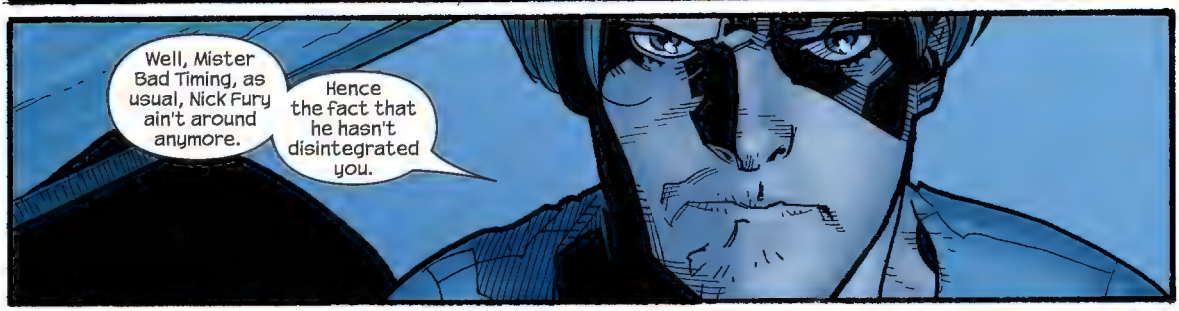
Osborn is so crazy.
Watch out!!
He could do anything.

Peter.
Get out of here.
That was a cute display back there in the city.
You were trying to get me to attack you, right?
There are agents of S.H.I.E.L.D. right outside this house.
And as long as I don't use my powers, they'll stay there.
But if *you* want me to kill them by bringing them in here, by all means, run outside in your PJ pants and go get them.
What do you want?

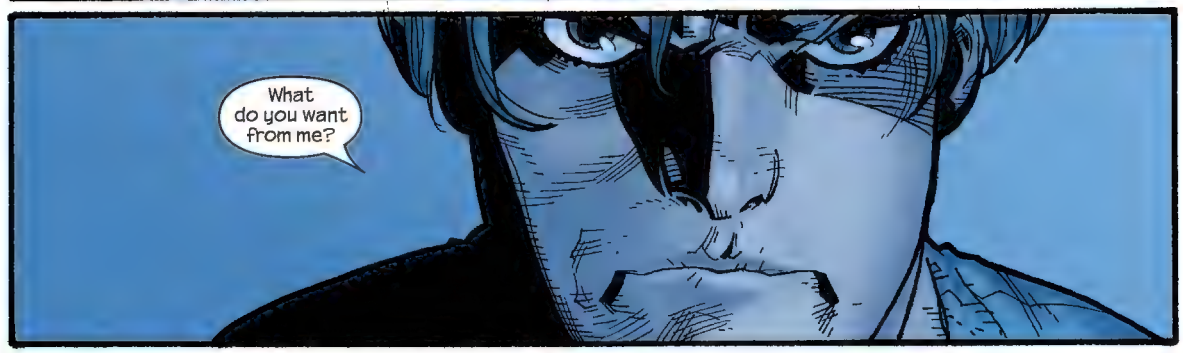
Sorry, I borrowed one of your aunt's bed sheets.
Nothing you had in the house fit me.

What do you *want*?

I want the life that I had...back.
I want my money, I want my son...
And I'll gladly destroy Nick Fury and anyone else I can to do it.


Well, Mister Bad Timing, as usual, Nick Fury ain't around anymore.
Hence the fact that he hasn't disintegrated you.

Yes, I *have* noticed that. Where is he?


What do you want from me?

Boy...
You are the only proof left on the entire planet Earth that I...*am* a genius.
You're my legacy. You're my proof that I belong in the world.

I was an *accident.*

So was penicillin.

You created *you.*
That's what you created. What you did to Harry!!

Yes, but *I'm* a monster.
You- you're a *hero.*
You're my greatest work. You're what I'll be remembered for.

And...?

I feel at this point, now that I've done my part and buried Fury in the press...
If you, the hero of New York, step forward and tell the world that I created you...
If the world sees I created *you,* and that given the chance, I could create more...
All else is forgiven.

You're!!
A!!
MURDERER!!

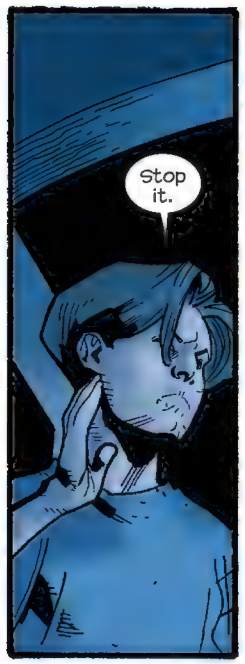
After World War II, this country, gladly, *gladly* took in Nazi scientist after Nazi scientist who did things fifty thousand times *worse* than anything I could ever *imagine.*

Including destroying your own son.

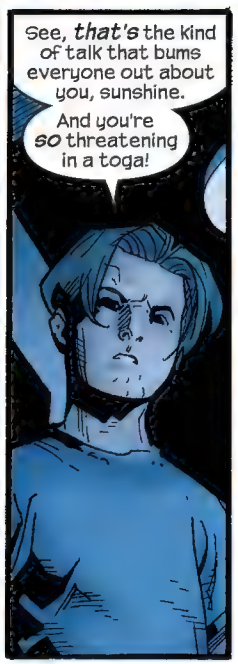
I was trying to *protect* him.

(Yeah?? Good job.)
Listen, slappy, I'm *not* going to help you.
You're so crazy that "crazy" isn't even a sufficient word to describe it.
I think we need to invent a new word. Just for you.

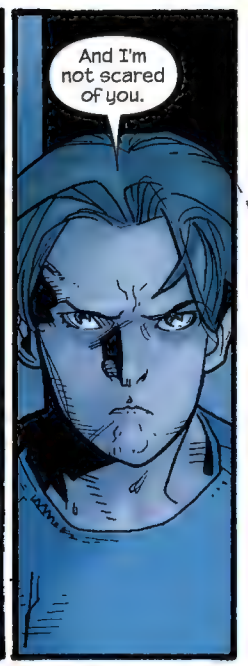
I have nothing to lose, Peter. You do.


Stop it.

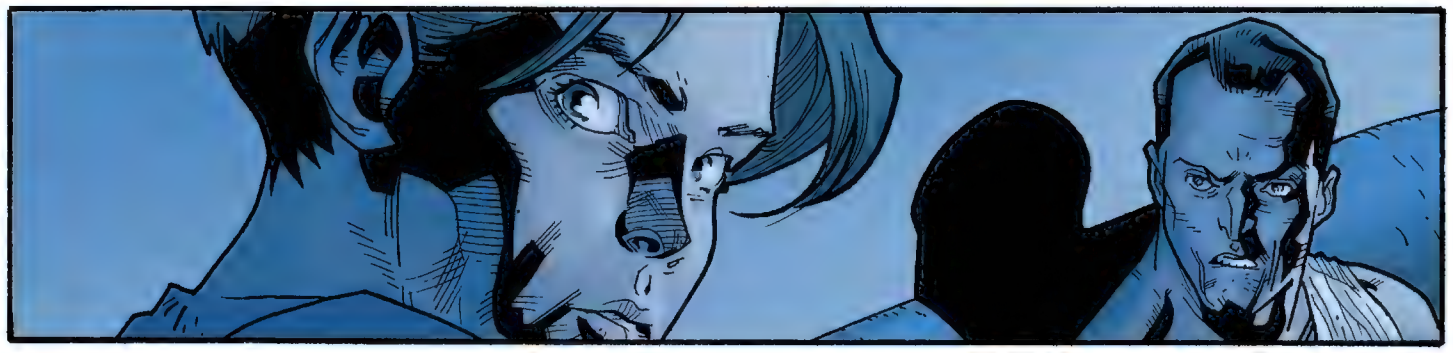
You have so *much* to lose.

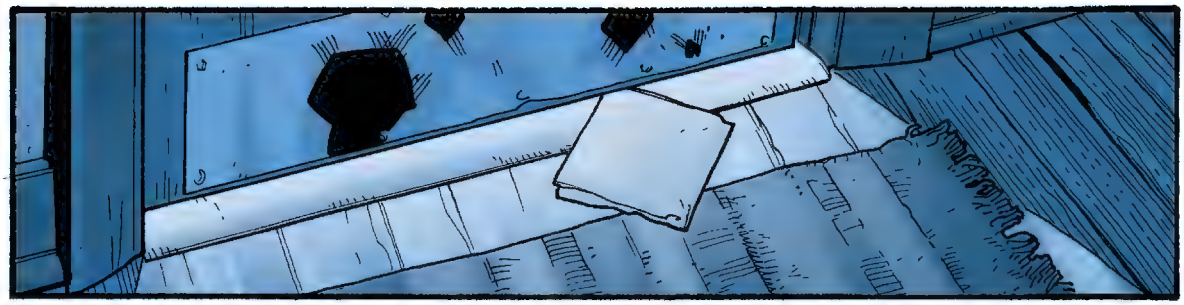

See, *that's* the kind of talk that bums everyone out about you, sunshine.
And you're *so* threatening in a toga!

I'm not threatening you.


And I'm not scared of you.

KNOCK KNOCK





What is it?

What is it?
It says turn on CNN.

I wanted to- to speak to all of you. This was my idea...

It's important for the people of this city to know the truth...
My father is a- a liar.
My father is a sick, sick man...
Deluded.
Um, and I know he's telling you people stories and stuff.
But he, uh, he killed my mommy.
WPKW 620
7 NEWS
Osborn press conference: Live from Triskelion in New York City.
Harry Osborn, son of Norman Osborn, responds to father's public allegations...
I have to take these medicines now just to keep from changing.
Changing into what?
He- he made me into a monster.
He hurt me- he killed my mommy.
He- he's a monster.
WPKW 620
To be continued...

ULTIMATE
SPIDER-MAN
ISSUE
117
MARVEL
BENDIS
IMMONEN
von GRAWBADGER
PONSOR
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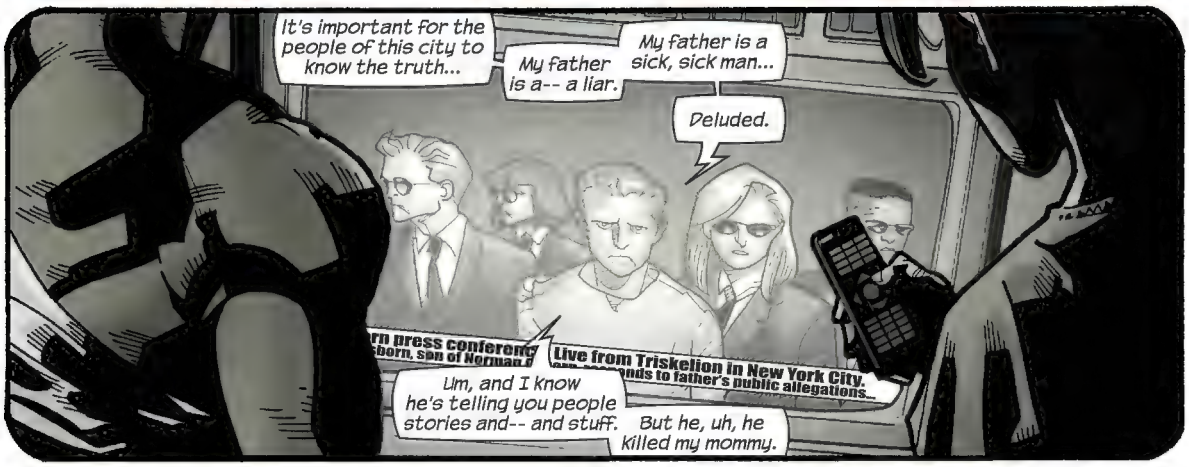
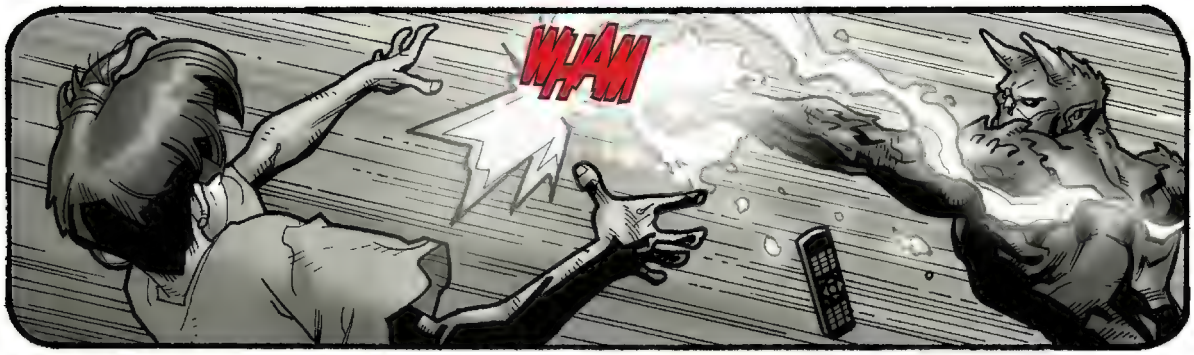
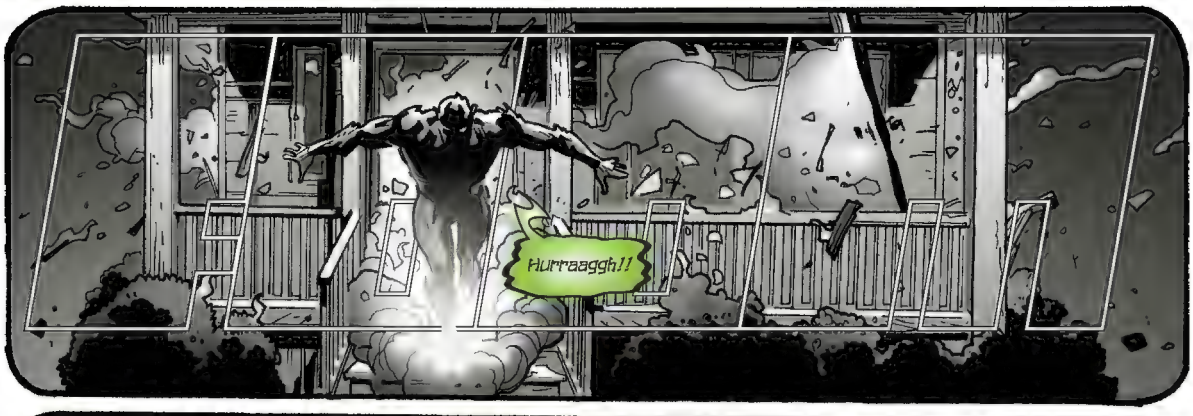
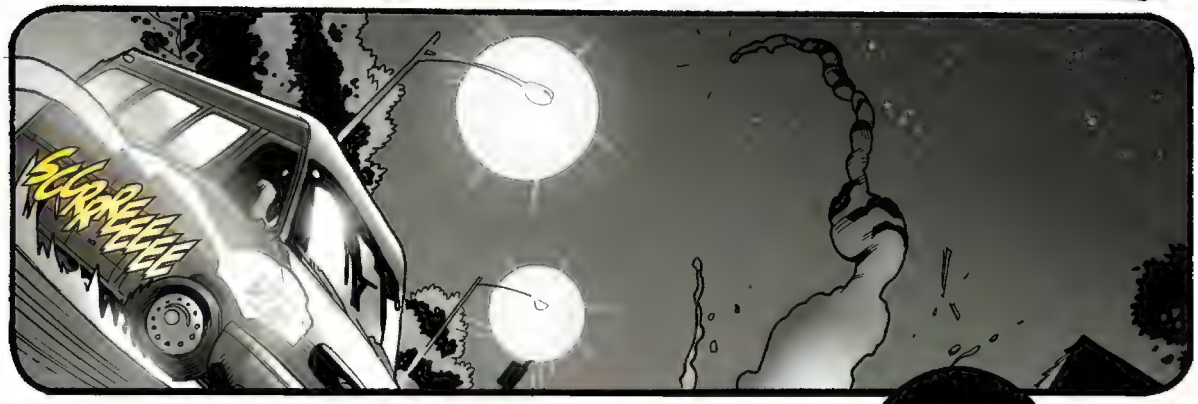
Forest Hills, Queens.

Oh man!!
Ow!
What- what happened??


It's important for the people of this city to know the truth...
My father is a-- a liar.
My father is a sick, sick man...
Deluded.
Live from Triskelion in New York City.
Um, and I know he's telling you people stories and-- and stuff.
But he, uh, he killed my mommy.


WHAM


Hurraaggh!!


SCRAPE EEEE

(Oh yeah...)

S.H.I.E.L.D. Helicarrier.

Was that okay, Captain Danvers?

That was perfect, Harry.

I can't believe I was on CNN.

Well, sorry to say, but you *weren't*.

That was broadcast to the only television your father would see it on.

I'm sorry- but your father loves air time more than air...

I wasn't going to give that to him. I'm sorry.

Oh, that's- that's okay.

It's time to get you down below.

Is there anything else I can do?

You're doing *a lot*, Harry.

I know Nick Fury used you as bait before. I was there. And it always skeeved me, using a child against his father.

I hate to do this. But I'm at my wit's end on this.

I just wanted you to know that.

I could use some new movies.

If I see *"Ferris Bueller"* one more time I might have to take my own life.

Done, I promise.

He's here!!! Four o clock!!

Already?!!

Where?

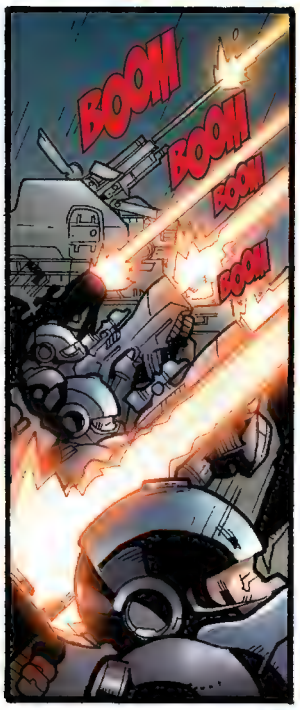
Harry, you *have* to go.

Why are you bringing him *here?* I don't understand.

Because this is where we have the best guns!!

Fire at will!!

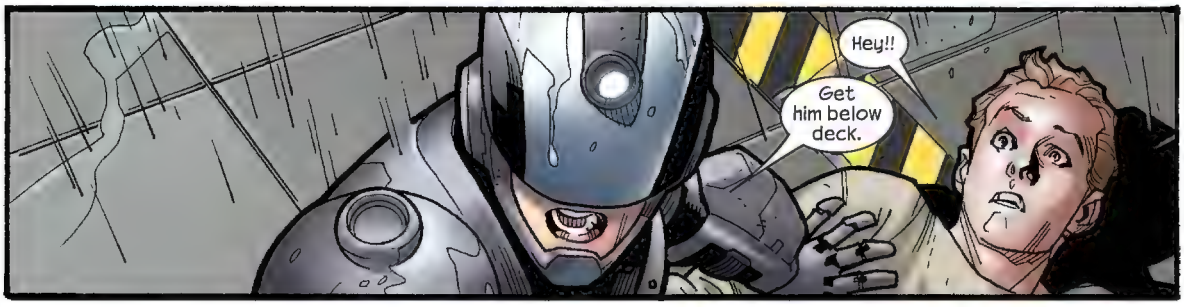
BOOM
BOOM
BOOM
BOOM
BOOM
BOOM


BOOM
BOOM
BOOM
BOOM

BOOM

BOOM
BOOM
BOOM
Hold!!
HOLD!!
Did you get him??
Harry, please get below...
Will you get him off the damn--

Agh!!
FOOM


Hey!!
Get him below deck.

May I have a word with my son??
FIRE AT WILL!!
BOOM
BOOM
Oh my God... Harry...
CRINK

This is the thanks I get!!??

Ssstop !!!!!

Very disappointed in you, boy!

That goes without saying!!

KRAKOOM

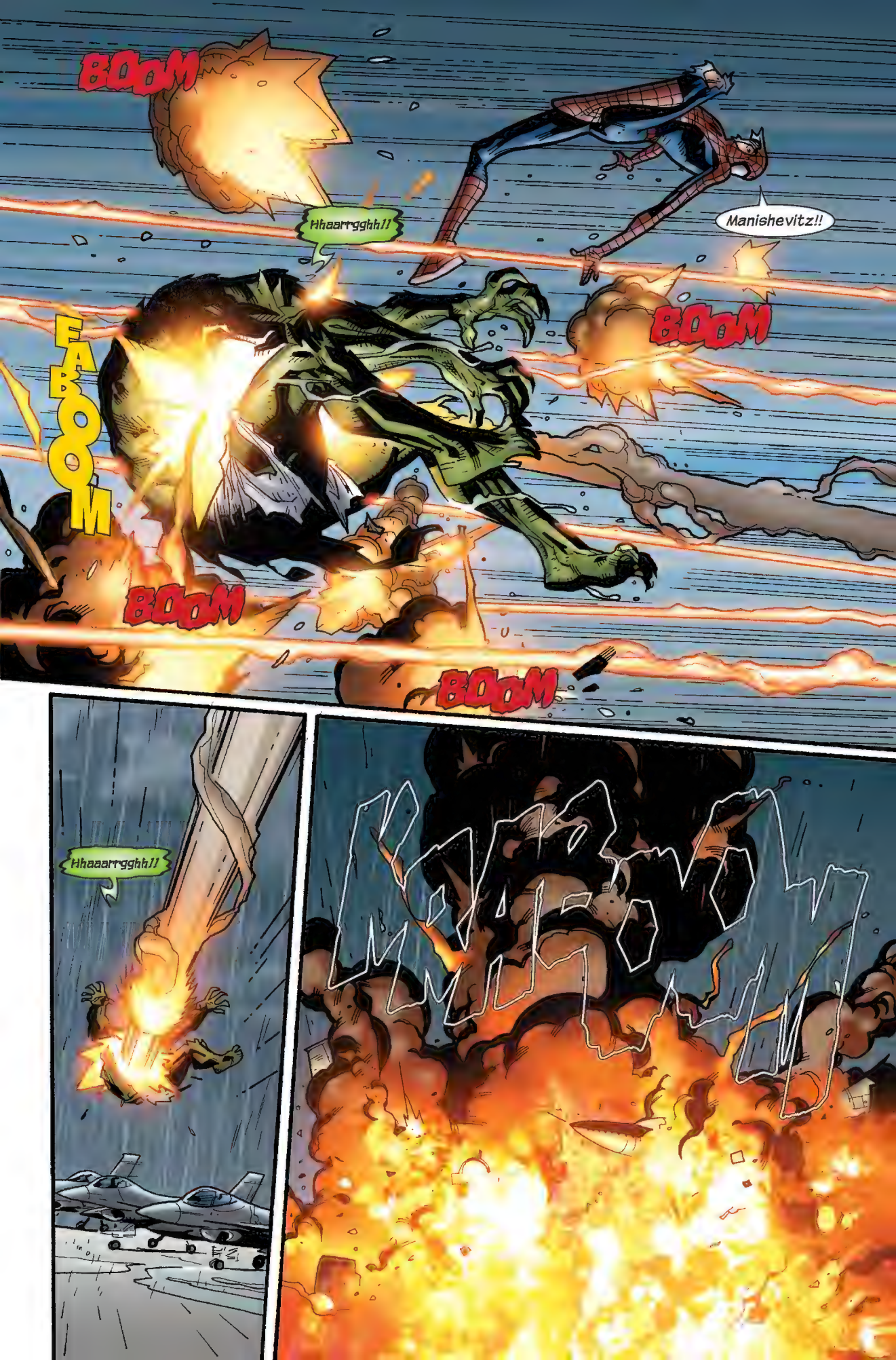
Damn it!!

Fire at-

LOOK!!

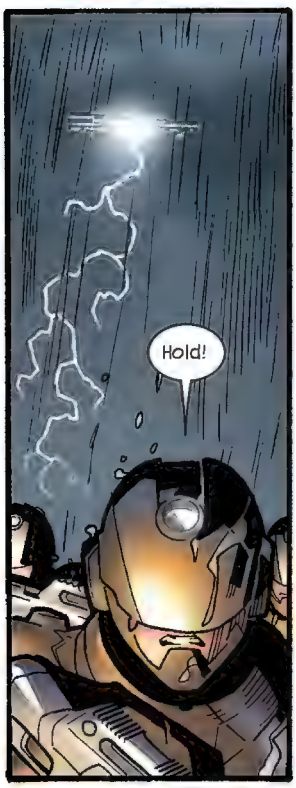
CRACK
I'm not letting go, Norman!!!
Just go night night, because I'm going to let-
Gakk!!
Aaggh!!
Rrr!!
AAGGH!!!
(didn't know you could- agh!!- do that!)
FLUMP

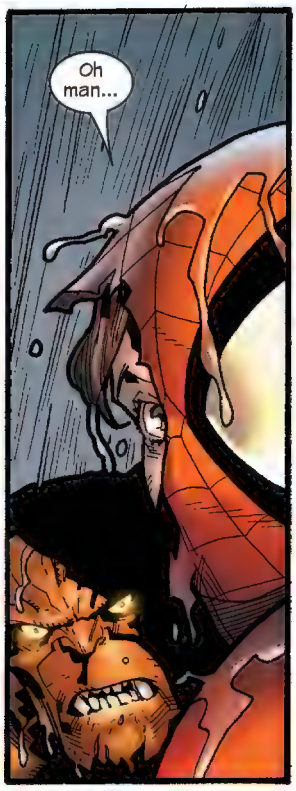
STTOOPPP!!
KRAKOOM
AGH!
CRAK
KRAKOOM
Damn it all to hell!!
FIRE!!

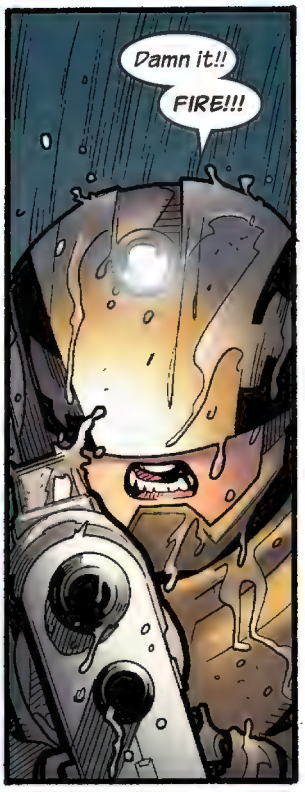

BOOM
Hhaarrgghh!!
Manishevitz!!
BOOM
FABOOM
BOOM
BOOM
Hhaaarrgghh!!
KABOOM

Harry??
Heavy Pete...
Are-are you okay?
Nnnnoot really.

HHUUAAARRGGHH!!!

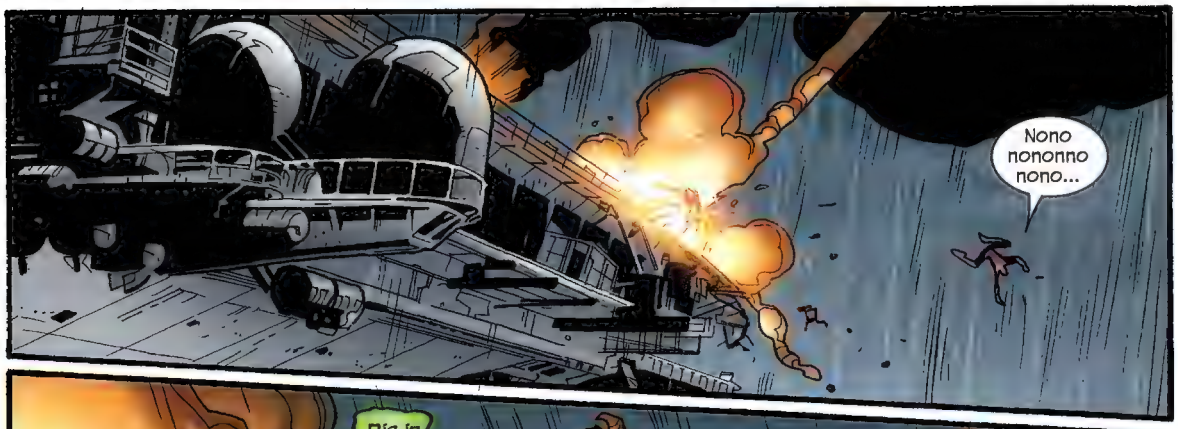

Hold!


Oh man...


Damn it!!
FIRE!!!

Nnyyaarrgghh!!
FABOOM
FIRE!!!
Aaaliee!!
Retreat!! Retreat!!!
If you're not in Hulkbuster armor, get off the deck!!
Aaaliee!!
FLASHOOOO
Man, you really have a way with people, don't ya??
THWAP
THWAP
SPACK
Hhaaa!!!

You are all kinds of crazy!!
You're crazy plus!
You're twenty-first century crazy!!
You're new, improved crazy!!
You're award-worthy crazy.
THWAP
THWAP
In fact, c'mere and get your crazy award.
THWAP
Ahuurrraa!!
But don't use this acceptance-speech time to get political.
That would just be tacky!
SMACK
FAWOOSH
FABOOM
Aaggh!!


Nono nononno nono...

Die in pain!!
Nnnooo!!!
Aaaiiieee!!!
FIFSTHOOM

Stop!!
BOOM
BOOM
BOOM
BOOM

You havvve to stop!!
FOOM

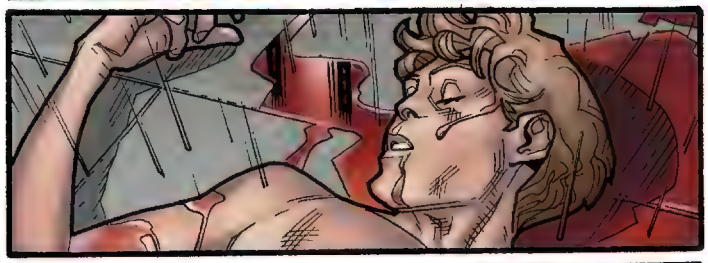
CRACK
BOOM
Stop!!
BOOM
BOOM

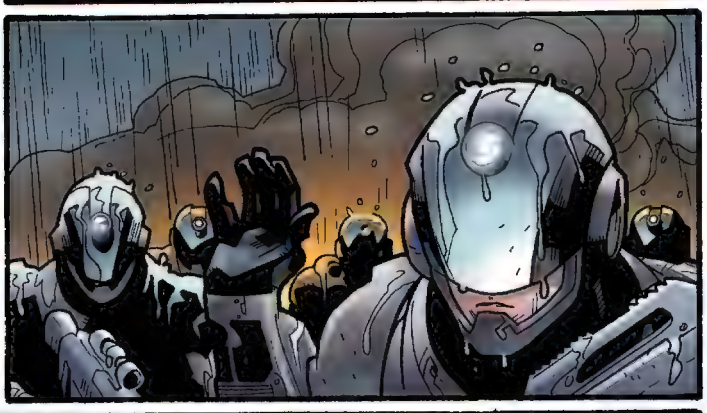
Sssaaagghh!!!

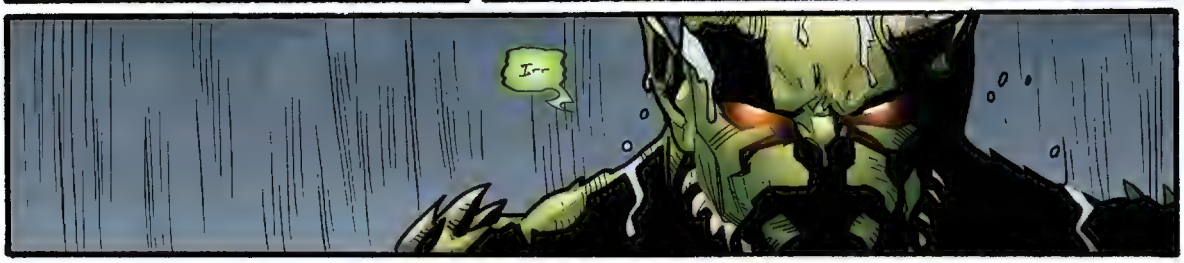
I'm your father, Harold!!!
Aaagghh!!

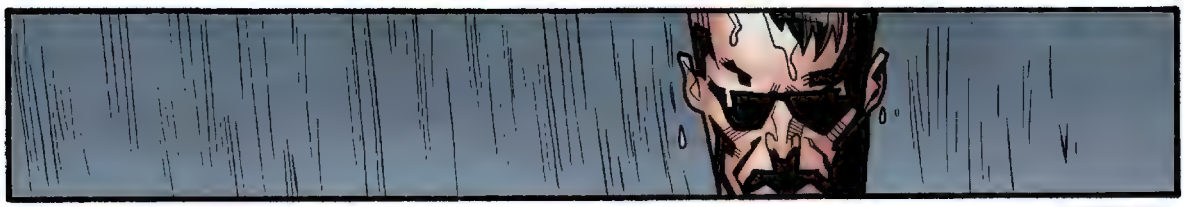
And this is how you thank me for giving you everything I am??!!!
BOOM
BOOM
BOOM
FRABOOM
This is how you honor me!!!
BOOM
This!!??
BOOM
This!!??
CRUNCH

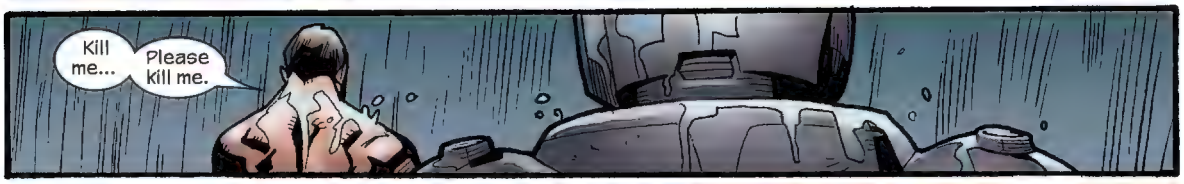
You-- you killed your own son.

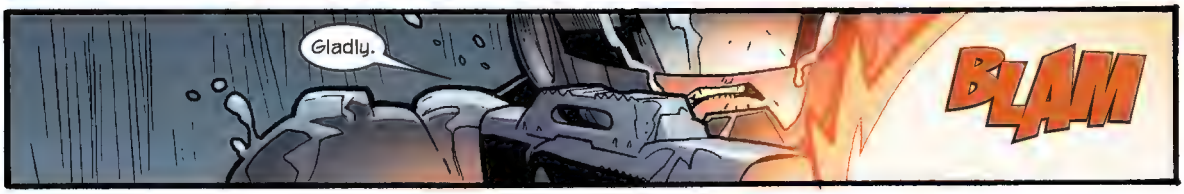


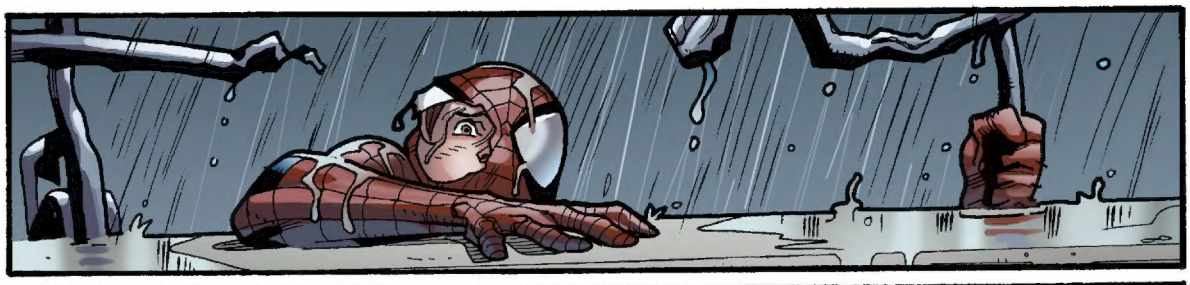


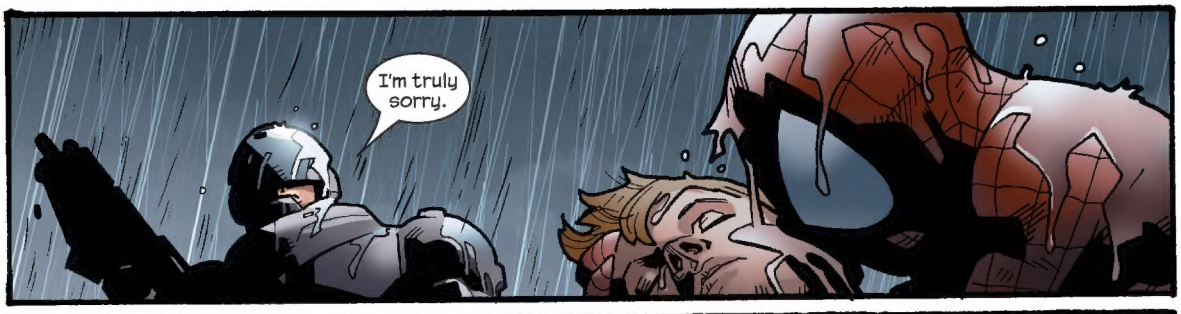

I--




Kill me...
Please kill me.


Gladly.
BLAM

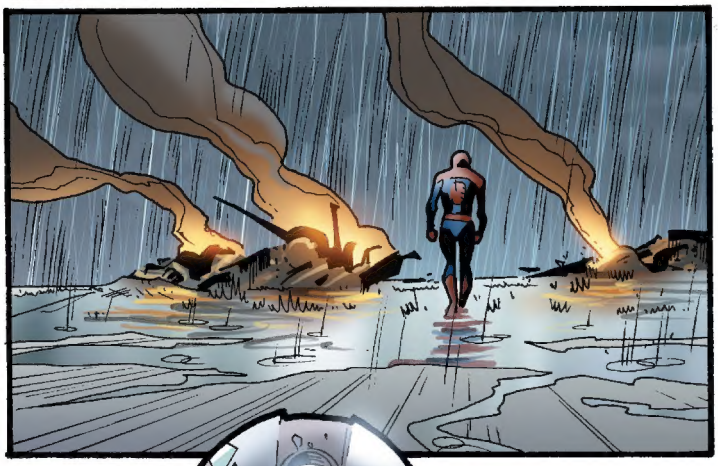


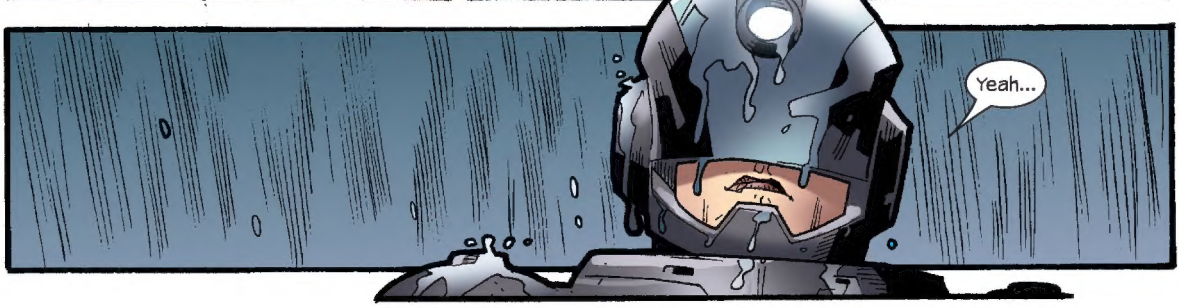

I'm truly sorry.

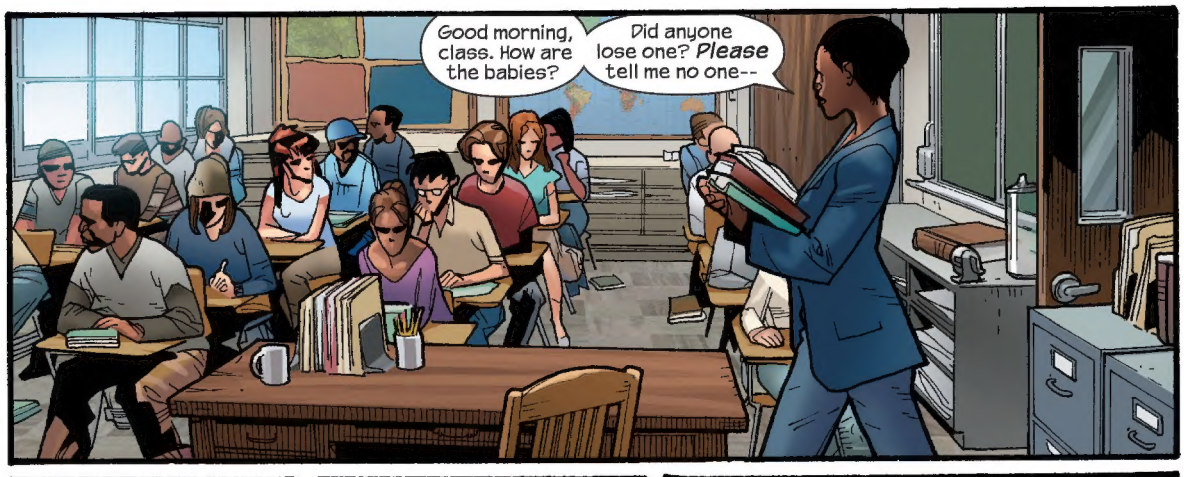
Hey!!
I didn't do this!!
My friend is dead!
I DIDN'T DO THIS!!

I didn't do this.
You-- you have a cure for Oz now. I know you do. Why didn't you just cure him??
They tried. They tried. It didn't work.
I promise you they tried.

You stay away from me. You get me??
You're not Fury and I don't know you.
From here on out, you stay the hell away from me!!

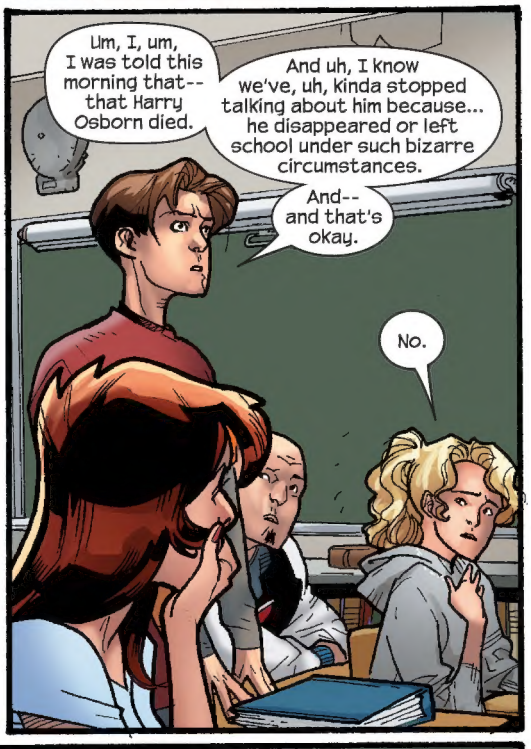


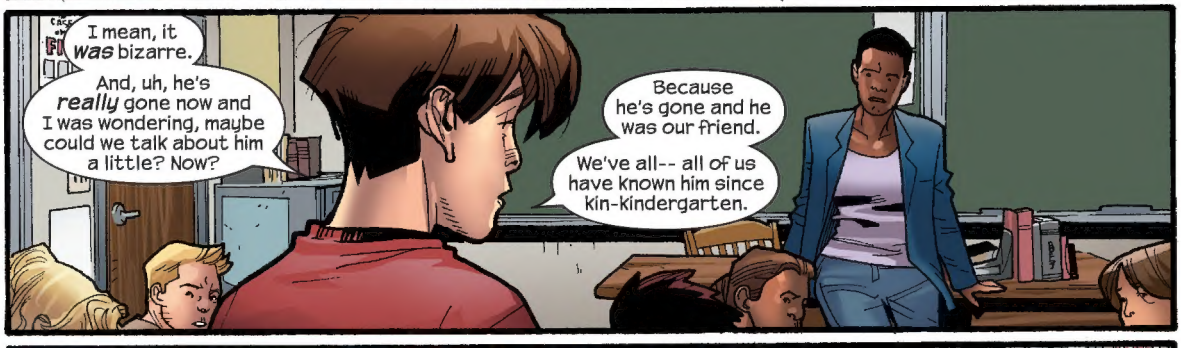

Yeah...

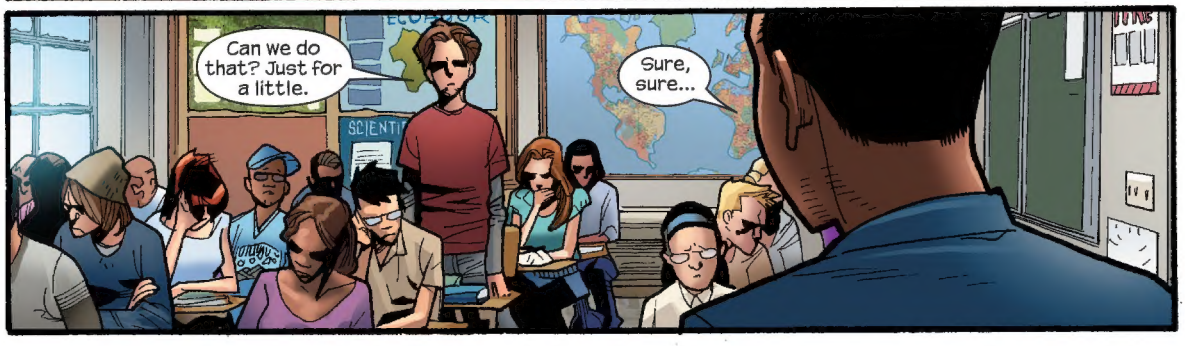

Good morning, class. How are the babies?
Did anyone lose one? *Please* tell me no one--

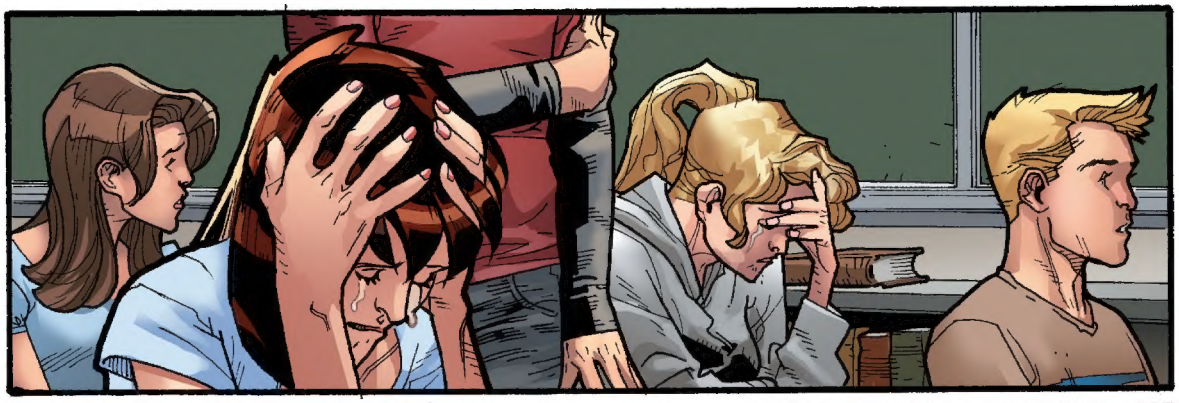
Um, can I--
Can I say something to the class?

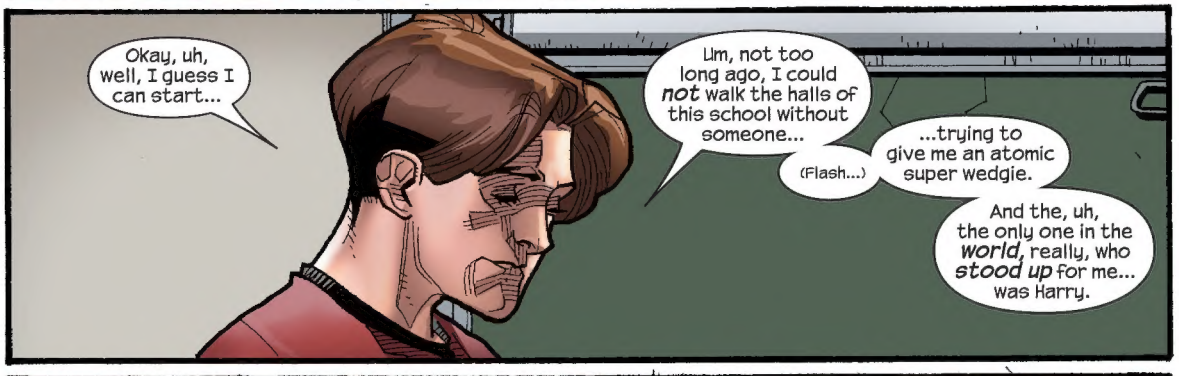
Make it quick, Mister Parker.

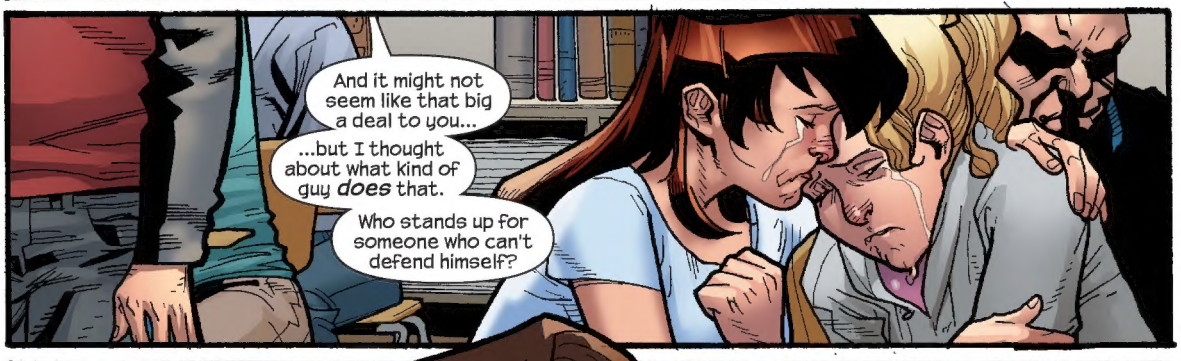

Um, I, um, I was told this morning that-- that Harry Osborn died.
And uh, I know we've, uh, kinda stopped talking about him because... he disappeared or left school under such bizarre circumstances.
And-- and that's okay.
No.


I mean, it *was* bizarre.
And, uh, he's *really* gone now and I was wondering, maybe could we talk about him a little? Now?
Because he's gone and he was our friend.
We've all-- all of us have known him since kin-kindergarten.


Can we do that? Just for a little.
Sure, sure...




Okay, uh, well, I guess I can start...
Um, not too long ago, I could *not* walk the halls of this school without someone...
(Flash...)
...trying to give me an atomic super wedgie.
And the, uh, the only one in the *world*, really, who *stood up* for me... was Harry.


And it might not seem like that big a deal to you...
...but I thought about what kind of guy *does* that.
Who stands up for someone who can't defend himself?

And-- and that's a *hero*, right?
I mean, that's *exactly* what a hero is.
And, uh, we *lost* one today.
That's, uh, that's all I'm thinking about now.